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[Handwritten signature]

MICHAEL A. KRAMER
ATTORNEY AND COUNSELOR AT LAW
P.O. BOX 181268
(407) 834-4847
CASSELBERRY, FL 32718

May 14, 2004

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

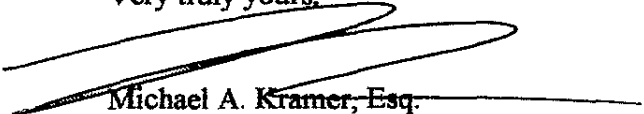
**Re: Amendment to Articles of Incorporation changing corporate name from
DOWN SOUTH KENNELS, INC. to DOWN SOUTH DESIGNS, INC.**

Enclosed please find one original and a copy of the Amendment to Articles of Incorporation for DOWN SOUTH KENNELS, INC changing the corporate name to DOWN SOUTH DESIGNS, INC. Also enclosed please find a check in the amount of \$35.00 to cover the filing fee.

Please return the copy to me with the stamped in date and your cover letter indicating the acceptance of the Amendment to the Articles of Incorporation.

Thank you for your attention to this matter.

Very truly yours,



Michael A. Kramer, Esq.

Transmittal DOWN SOUTH DESIGNS, INC.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DOWN SOUTH KENNELS, INC.
CHANGING CORPORATE NAME TO
DOWN SOUTH DESIGNS, INC.**

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FIRST: Article I is hereby amended to read as follows:


ARTICLE I

The name of this corporation is DOWN SOUTH DESIGNS, INC.

SECOND: The date of adoption of this amendment was May 14, 2004.

THIRD: The amendment was unanimously recommended for adoption by the Board of Directors and unanimously adopted by the shareholders and the number of votes cast was sufficient for approval.

DOWN SOUTH KENNELS, INC
Now known as
DOWN SOUTH DESIGNS, INC.


By: SHAUN R. GUZMAN,
Corporate President/Secretary
Dated May 14, 2004

DOWN SOUTH DESIGNS AMENDMENT

