

MAY 22 2007 10:15AM

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P. 1

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COR AMND/RESTATE/CORRECT OR O/D RESIG

LULU'S PUPPIES, INC.

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07 MAY 22 AM 8:00

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Amend

T.Roberts MAY 22 2007

MAY 22 2007 10:16AM

C S C

NOTED P. 2

07 MAY 22 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

LULU'S PUPPIES, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changed):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED (OTHER THAN NAME CHANGE) (Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted; **(BE SPECIFIC)**)

Article V - The following Officer/Director that shall be removed are as follows:

ARSENIO FERNANDEZ

LOURDES GUTIERREZ

Article V - The following Officer/Director that shall be added are as follows:

MICHAEL BAUFIELD

BERTA BAUFIELD

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (If not applicable, indicate N/A)

(continued)