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To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUL -7 AM 10:46

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BASIC AMENDMENT
PUPPY DREAMS USA, INC.

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05 JUL -7 AM 8:00

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Amend CM
7-7-05

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PUPPY DREAMS USA, INC.

(present name)

P05000077264

(Document Number of Corporation (if Known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMEND ARTICLE V: Officer/Directors

DELETE: LUIS FRIAS (President-Treasurer)
6703 S.W. 40TH STREET
MIAMI, FL 33155

ADD: JESUS CANOURA (President-Treasurer)
6703 S.W. 40TH STREET
MIAMI, FL 33155

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 06/05/05

FOURTH: Adoption of amendment(s) (CHECK ONE)

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☒ The amendment(s) was/were approved by the shareholders. The number of votes cast the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

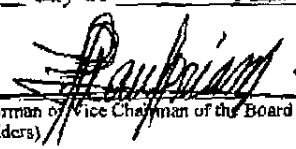
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 05 day of June, 2005.

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Luis Frías

(Typed or printed name)

President-Treasurer

(Title)