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AMEND  
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## LAW OFFICE OF JUDITH S. LAMBERT

Judith S. Lambert, JD, LLM\*

*Member of the state bars of Florida, Alabama, Texas, and California*

*\*Master of Laws in Taxation*

Lumsden Executive Park  
669A W. Lumsden Road  
Brandon, Florida 33511  
(813) 662-7429  
(813) 681-3391 Fax

October 26, 2005

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

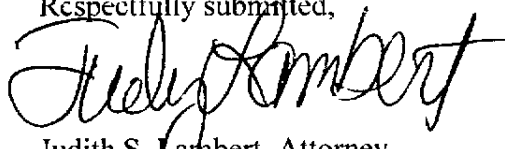
*Via certified mail*

RE: Articles of Amendment  
Top Dog Improvements, Inc.  
Document Number P05000121869

Dear Sir or Madam:

I am attaching the Articles of Amendment to the Articles of Incorporation of Top Dog Improvements, Inc. I have enclosed a check in the amount of \$43.75 for the filing fee and a certified copy of the Articles of Amendment (copy enclosed). Specifically, the Articles of Amendment were approved by the shareholders and directors of the corporation and include amendments to Articles IV, VII, VIII, and IX. Joseph Pastore has been removed as Treasurer of the corporation and Alfred A. Nowak has been added as Treasurer of the corporation. If you should have any questions, please do not hesitate to contact me at the above referenced telephone number.

Respectfully submitted,

  
Judith S. Lambert, Attorney  
FL Bar No. 578932

enclosures

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TOP DOG IMPROVEMENTS, INC.

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby files the following amended articles of incorporation.

ARTICLE I

The name of the Corporation ("Corporation") is TOP DOG IMPROVEMENTS, INC.

ARTICLE II

The street address of the principal office of the Corporation is P.O. Box 924, Riverview, Florida 33568. The mailing address of the corporation is P.O. Box 924, Riverview, Florida 33568.

ARTICLE III

This corporation is organized for any and all lawful business.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 669 A West Lumsden Road, Brandon, Florida 33511. The initial registered agent for the Corporation at that address is Judith S. Lambert.

ARTICLE VI

The name and address of the incorporator is Judith S. Lambert, 669A West Lumsden Road, Brandon, Florida 33511.

## ARTICLE VII

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Valerie A. Bergman	P.O. Box 924 Riverview, Florida 33568
Joseph Pastore	P.O. Box 924 Riverview, Florida 33568

## ARTICLE VIII

The officers of the corporation shall be as follows:

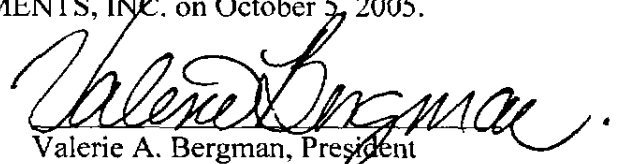
<u>Name</u>	<u>Title</u>
Valerie A. Bergman P.O. Box 924 Riverview, Florida 33568	President, Secretary
Joseph Pastore P.O. Box 924 Riverview, Florida 33568	Vice-President
Alfred A. Nowak P.O. Box 924 Riverview, Florida 33568	Treasurer

## ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The date of adoption of each of these amendments is October 5, 2005. The amendments were approved by unanimous consent of the shareholders and directors of Top Dog Improvements, Inc. The number of votes cast for the amendments by the shareholders and directors were sufficient for approval of such amendments.

IN WITNESS WHEREOF, the undersigned officer has executed these articles of amendment to the articles of incorporation of TOP DOG IMPROVEMENTS, INC. on October 5, 2005.

  
Valerie A. Bergman, President