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PAWFECT FOODS, INC.

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**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
PAWFEET FOODS, INC.**

Pawfect Foods, Inc., a corporation duly organized and existing under the Florida Business Corporation Act (the "Corporation"), does hereby certify that:

1. The Articles of Incorporation of the Corporation, filed with the Secretary of State of the State of Florida on 11/15/2005 is hereby amended by:

(a) deleting Article I thereof in its entirety and substituting the following in lieu thereof:

"ARTICLE I CORPORATE NAME

The name of the corporation is "Synergy Pharmaceuticals, Inc."

(b) deleting Article IV thereof in its entirety and substituting the following in lieu thereof:

"ARTICLE IV SHARES

"The Corporation shall be authorized to issue 170,000,000 shares of capital stock, of which 150,000,000 shares shall be shares of Common Stock, \$.0001 par value ("Common Stock") and 20,000,000 shares shall be shares of Preferred Stock, \$.001 par value ("Preferred Stock")."

2. Upon this Articles of Amendment to the Articles of Incorporation of the Corporation becoming effective pursuant to the Florida Business Corporation Act (the "Effective Time"), every one share of the Corporation's common stock, par value \$.0001 per share (the "Old Common Stock"), issued and outstanding immediately prior to the Effective Time, will be automatically reclassified as and converted into 75.69060773 shares of common stock, par value \$.0001 per share, of the Corporation (the "New Common Stock").

3. Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified.

4. This Articles of Amendment shall be effective 4:01 PM Eastern Daylight Time on July 29, 2008

The foregoing amendment was duly adopted by requisite vote of the stockholders of the Corporation and in accordance with the provisions of Section 607.1066 of the Florida Business Corporation Act on July 9, 2008.

IN WITNESS WHEREOF, Pawfect Foods, Inc. has caused this Articles of Amendment to be executed by its duly authorized officer on this 14th day of July, 2008.

PAWFECT FOODS, INC.

By: 

Name: Gary S. Jacob

Title: President and Acting CEO