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JOHNSON BLAKELY

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3/15/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000013542 0))

DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN
CONTACT: KRISTEN DECLEENE
PHONE: (813) 461-1818

ACCT#: 076666002140

FAX #: (813) 441-8617

: DOG LOVERS, INC.

AUDIT NUMBER.....H97000013542

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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97 AUG 19 AM 9:32

CLERK OF SUPERIOR COURT

FILED

97 AUG 19 AM 10:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/19

Amend

H97000013542

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
DOG LOVERS, INC.**

97 AUG 19 AM 10:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as President of **DOG LOVERS, INC.**, a Florida corporation (the "Corporation"), does hereby certify that the Amendment provided for herein to change Article III and to delete Articles VI of the Corporation's Articles of Incorporation was adopted unanimously in a Special Action of the Sole Shareholder and Sole Director of the Corporation on the 15th day of August, 1997, and the number of votes cast in favor of the Amendment was sufficient to carry the motion.

1. The name of the Corporation is:

DOG LOVERS, INC., a Florida corporation.

2. Article III of the Articles of Incorporation filed July 8, 1993, in the office of the Secretary of State of the State of Florida, is hereby deleted and the following new Article III is substituted in lieu thereof:

ARTICLE III - CAPITAL STOCK

This corporation shall be authorized to issue Five Million (5,000,000) shares of Common Stock at \$.001 par value per share.

The holders of common stock of this corporation shall be entitled to one (1) vote for each share held at all meetings of the stockholders of the corporation, and such shares shall be fully paid and non-assessable.

3. Article VI of the Articles of Incorporation filed July 8, 1993, in the office of the Secretary of State of the State of Florida, is hereby deleted.

All other Articles and provisions of the Articles of Incorporation remain the same as originally filed.

Stephanie T. Marquardt
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
FL Bar. No. 982628

H97000013542

H97000013542

IN WITNESS WHEREOF, I, the undersigned President of the Corporation, have hereunto subscribed my name this 15th day of August, 1997.

WITNESSES:

DOG LOVERS, INC.
a Florida corporation

Pamela J. Hack
Print Name: PAMELA J. HACK
Patricia Kirschner
Print Name: Patricia Kirschner

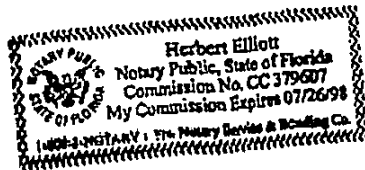
By: Carl A. Hansen
Carl A. Hansen, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 15th day of August, 1997, by Carl A. Hansen, as President of DOG LOVERS, INC., a Florida corporation, who is personally known to me, or who produced a driver's license as identification.

Herbert Elliott
Notary Public

Print Name: _____



STM:tim:
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JOHNSON BLAKELY

001

15/97

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CONTACT: KRISTEN DECLEENE
PHONE: (813) 461-1818

ACCT#: 076666002140

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8/15/97

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CONTACT: KRISTEN DECLEENE
PHONE: (813)461-1818

ACCT#: 076666002140

FAX #: (813)441-8617

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08/18/97 09:23 34418817 JOHNSON-BLARLEY
(904) 922-3709 08/18/97 15:07 Florida Department pl /1

0004



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 18, 1997

DOG LOVERS, INC.
P.O. BOX 340
TARPON SPRINGS, FL 34688-0340US

SUBJECT: DOG LOVERS, INC.
REF: P93000049277

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

WE HAVE RECEIVED THE FIRST AND LAST PAGE OF THE AMENDMENT. THE PAGE IN THE MIDDLE WHICH IS REALLY THE FIRST PAGE OF THE AMENDMENT WAS NOT RECEIVED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

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