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LOCAL REPRESENTATIVE TALLAHASSEE

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FILED
00 FEB 21 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PUPPY KINGDOM KENNEL, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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-02/21/00--01059--003
*****35.00 *****35.00

C. COULLETTE FEB 21 2000

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Puppy kingdom kennel, Inc.

(Present name)

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TALLAHASSEE, FLORIDA**

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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).

Article VII : Upon motion duly made and approved by the board of Directors; Jorge E. Pubchara Jr. resident of 5880 Collins Ave. Apt 1203. Miami Beach Fl. 33140 was elected President, with (50) shares of capital stock or 50 % and Jorge E. Pubchara Sr. was elected Secretary and Treasurer with (50) shares of capital stock or 50 % .

Puppy kingdom kennel, Inc.
2700 S.W. 27th AVE.
Miami, Fl. 33133

Second: The date of each amendment's adoption:
February 1st, 2000

Third: Adoption of Amendment (s) (check one)

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

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

(Continued)

(Continued)

The amendments(s) was/were approved by the shareholders.
The number of votes cast for 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)

Sign this 1st day of February, 2000

By :



(chairman or vice chairman of the board of directors,
president or other officer if adopted by the
shareholders)

Jorge E. Pubchara Sr.

(Typed or print name)

Incorporator

Secretary

(Title)