

P95000062841

OFFICES
THOMAS J. WOOLLEY, JR.
PROFESSIONAL ASSOCIATION
FIRST FINANCIAL PLAZA, SUITE 408
639 EAST OCEAN AVENUE
BOYNTON BEACH, FLORIDA 33435

MAILING ADDRESS:
POST OFFICE DRAWER JJ
BOYNTON BEACH, FLORIDA 33425

April 7, 1997

TELEPHONE (561) 737-4818
TELECOPIER (561) 737-4819

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

Re: Pet Den, Inc.

Dear Sir/Madam:

Enclosed kindly find the following:

1. Articles of Amendment to Articles of Incorporation of Pet Den, Inc.;
2. Unanimous Consent of Shareholders and Directors of Pet Den, Inc. in Lieu of Special Meeting;
3. Check in the amount of \$35.00 made payable to Secretary of State representing the filing fee; and
4. A copy of the Articles of Amendment together with a return envelope.

Thank you for your assistance in this regard.

Sincerely,



THOMAS J. WOOLLEY, JR.

TJW/slr

Enclosures

N/C

W8 APR 17 1997

FILED
97 APR 10 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA
300002139173--2
-04/10/97--01054--010
*****35.00 *****35.00

ARTICLES OF AMENDMENT
OF
PET DEN, INC.

The undersigned corporation, in accordance with the Florida General Corporation Act and its By-Laws, hereby adopts the following Articles of Amendment:

ARTICLE I

The name of the corporation is: PET DEN, INC.

ARTICLE II

Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I"

"The name of this corporation is: PRIME PETS, INC.

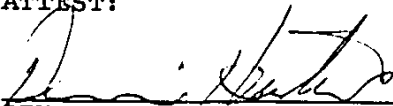
ARTICLE III

The Amendment has been adopted by written consent of all of the Directors and all of the Shareholders of the corporation, pursuant to Section 607.1006, Florida Statutes.

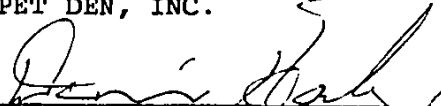
The effective date of such Consent and of this Amendment is as of the date hereof. A copy of such written Consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation on this 1st day of April, 1997.

ATTEST:


DENNIS HATCH
Secretary

PET DEN, INC.


DENNIS HATCH
President

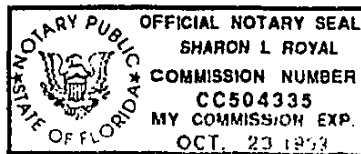
FILED
APR 10 AM 10:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
7th day of April, 1997 by DENNIS HATCH, as President and
Secretary, of PET DEN, INC., a Florida corporation, on behalf of
the corporation.


NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:




UNANIMOUS CONSENT OF SHAREHOLDERS AND DIRECTORS
OF PET DEN, INC.
IN LIEU OF SPECIAL MEETING

This Consent shall be in lieu of a special meeting of the Directors and Shareholders of PET DEN, INC.

The undersigned, being the sole Shareholder and sole member of the Board of Directors of PET DEN, INC., acting without meeting pursuant to the Florida General Corporation Act and the By-Laws of the Corporation, does hereby consent to the amendment of Article I of the Articles of Incorporation so as to change the name of the corporation to PRIME PETS, INC. and approve and adopt the foregoing Articles of Amendment.

DATED: April 7th, 1997.


DENNIS HATCH