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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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NAME: FARMED EXPRESS, INC.

AUDIT NUMBER.....H97000007822

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
FARMED EXPRESS, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of FARMED EXPRESS, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P96000010098, does hereby certify:

Pursuant to the Written Consent of a majority of the sole director and shareholders of said Corporation, the sole director and shareholders on May 7, 1997, approved the amendment to the Corporation's Articles of Incorporation as follows:

Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and substituted by the following:

**ARTICLE I
NAME**

Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and substituted by the following:

The name of the Corporation shall be: PETMED EXPRESS, INC.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Twenty-Five Million (25,000,000) shares which are to be divided into two classes as follows:

GAYLE COLEMAN, ESQ., FL BAR # 857327
Atlas, Pearlman, Trop & Borkson, P.A.
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Fort Lauderdale, Florida 33301
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20,000,000 shares of common stock with a par value of \$.001 per share and 5,000,000 shares of preferred stock with a par value of \$.001 per share.

Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

All issued and outstanding shares of Common Stock of the Corporation held by each holder of record on May 7, 1997, shall be automatically combined at a rate of one for six (1:6). No fractional share or scrip representing a fractional share will be issued upon the Reverse Stock Split. Fractional shares of Common Stock will be rounded up to the next highest share.

The foregoing was adopted by the sole director and shareholders of the Corporation pursuant to a meeting of the Sole Directors and by a majority of the shareholders of the Common Stock of the Corporation held on the 7th day of May, 1997 pursuant to Chapter 607 of the Florida Business Corporation Act and the Corporation's By-laws. These shares present and voted at such meeting represented a majority of the total issued and outstanding capital stock of the Corporation entitled to vote. Therefore the number cast for the amendment to the Corporation Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation has executed these Articles of Amendment as of the 7th day of May, 1997.



Marc A. Puleo, President

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