

P960000029896

RICHMAN, DEIFIK, LANIER AND ROSS

A PROFESSIONAL ASSOCIATION

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June 13, 1997

Department of State

Division of Corporations

ATTN: AMENDMENT SECTION

P. O. Box 6327

Tallahassee, Florida 32314

000002213570--1

-06/16/97--01164--001

*****87.40 *****87.40

RE: Articles of Amendment of Riverbend Kennels, Inc.

000002213570--1

-06/16/97--01164--002

*****0.10 *****0.10

To Whom It May Concern:

Enclosed please find the Articles of Amendment for Riverbend Kennels, Inc., and our firm check in the amount of \$87.50 for filing and certified copy of same. I would kindly request that you return the certified copy to our office in the enclosed self addressed stamped envelope.

Should you have any questions or comments regarding the enclosed, please do not hesitate to contact our office. I remain,

Very truly yours,

RICHMAN, DEIFIK, LANIER & ROSS, P.A.

FOR THE FIRM



Lyn Dukes

Assistant to Donald K. Ross, Jr., Esq.

/ld

Enclosures: as noted

cc: Client

dkrjr/frye/state.ltr/6-13-97:L

FILED
97 JUN 16 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 6/20/97

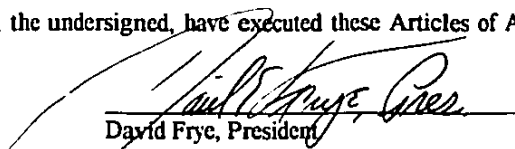
**ARTICLES OF AMENDMENT
OF
RIVERBEND KENNELS, INC.**

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JUN 16 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Section 607.1006, the Articles of Incorporation of the above-named corporation is hereby amended as follows:

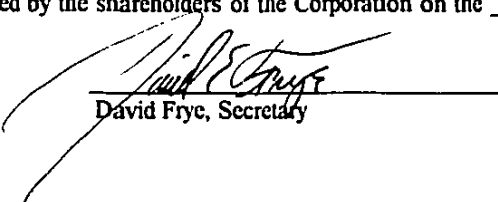
- A. The name of the corporation as set forth in the Certificate of Incorporation of the corporation issued under Charter Number P96000029896 on April 1, 1996 and effective March 29, 1996 and as shown in its Articles of Incorporation is hereby changed from Riverbend Kennels, Inc., and the new corporate name of the corporation shall be as follows: **Shepherds von Viergutz, Inc.**
- B. The text of the amendment is attached hereto as Exhibit A.
- C. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
- D. The amendment was adopted on March 18, 1997.
- E. The foregoing resolution was adopted by written consent of all of the shareholders pursuant to Section 607.0704 of the Florida Statutes. There is only one voting group entitled to vote on the amendment, consisting of the holders of all of the issued and outstanding common stock of the corporation. No voting group was entitled to vote separately on the amendment. The number of votes for the amendment was sufficient for approval of the amendment.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment this 18th day of March, 1997.


David Frye, President

Secretary Attest:

I, the undersigned Secretary of Riverbend Kennels, Inc., do hereby certify that the resolution of amendment set forth herein was duly adopted by the shareholders of the Corporation on the 17 day of April, 1997.


David Frye, Secretary

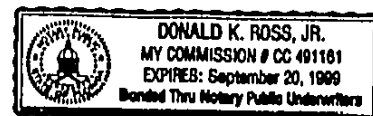
STATE OF FLORIDA
COUNTY OF FLORIDA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared David Frye, known to me and known by me to be the person who executed the foregoing Articles of Amendment as Secretary of the Corporation, and he acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17 day of April, 1997.


Notary Public
My Commission Expires:

(SEAL)



ACTION BY SHAREHOLDERS IN LIEU OF MEETING

We the undersigned being all of the Shareholders of Riverbend Kennel, Inc., do hereby adopt the following resolutions:

BE IT RESOLVED that the name the Corporation shall be changed and the new name of the Corporation shall be **Sheperds von Viergutz, Inc.**

BE IT FURTHER RESOLVED that ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE I.

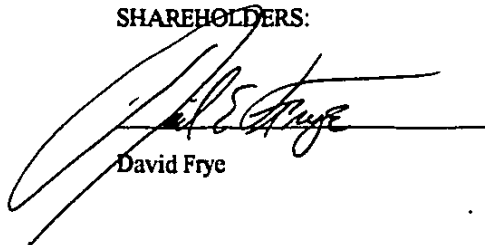
CORPORATE NAME

The name of this corporation is **Sheperds von Viergutz, Inc.**

Dated:

April 17, 1997

SHAREHOLDERS:



David Frye

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97 JUN 16 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA