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960 12th STREET VERO BEACH, FLORIDA 32960

ROBERT R. ROTHE, D.V.M.

FAX (561) 569-3069



April 21, 1998

Florida Department of State Division of Corporations Box 6327 Tallahassee, Florida 32314

000002499790---0 -04/24/98--01078--009 *****87.50 *****87.50

Dear Whomever:

Enclosed are two "Articles of Amendment to Articles of Incorporation" documents, the sole purpose of which is to change the name of the corporation to which it corresponds.

Article I of the Articles of Incorporation for Village Pets, Inc. is amended to change the name of the corporation to Village Pet Shop, Inc. No other article is affected by the Articles of Amendment.

Article I of the Articles of Incorporation for Village Groom and Board, Inc. is amended to change the name of the corporation to Village Pet Inn, Inc. No other article is affected by the Articles of Amendment.

Enclosed are two checks, one from each corporation, in the amount of \$87.50, representing the filing fee of \$35.00 and for certified copies of the amendments for \$52.50.

I can be reached at the phone, fax, or return address listed above.

Thanks very much.

Robert R. Rothe

VS APR 2 9 1998

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED 98 APR 23 AM 8: 16 SECRETARY OF STATE TALLAHASSEE, FLORIDA

VILLAGE	PETS, INC.
	(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 I IS AMENDED TO CHANGE THE NAME OF
THE CORPORATION TO VILLAGE PET SHOP, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

nja

THIRD:	The date of each amendment's adoption: APRIL 21, 1998		
FOURTH:	Adoption of Amendment(s) (CHECK ONE)		
	The amendment(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		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
M	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
Signature	Signed this 2/5 day of APR , 19 98. (By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
OR			
(By a director if adopted by the directors)			
OR			
	(By an incorporator if adopted by the incorporators)		
	ROBERT R, ROTHE Typed or printed name		
	TNCORPORATOR		