

P 97000071467

Law Offices of

PAUL R. SASSO
28 West Flagler Street
Suite 505
Miami, Florida 33130
(305) 358-6654 Telephone
(305) 358-6652 Facsimile

November 18, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: PAW PARADISE, INC.

Dear Sir or Madam:

300002697823--6
-11/30/98--01104--017
*****43.75 *****43.75

Enclosed is an original and one (1) copy of the Amended Articles of Incorporation for the above referenced corporation, a domestic profit corporation, and a check in the amount of \$43.75 representing the payment of the following fees:

| | |
|---------------|----------------|
| Filing Fees | 35.00 |
| Certification | 8.75 |
| | <u>\$43.75</u> |
| | ===== |

If you have any questions, please contact the undersigned.

Sincerely,

Paul R. Sasso, Esquire

PRS/agc

Enclosures

FILED
99 JAN 27 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + N.C.
1-27-99
CC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

PAUL R. SASSO
28 WEST FLAGLER ST.
STE. 505
MIAMI, FL 33130

SUBJECT: BEST FRIENDS PET CARE COMPANY
Ref. Number: P97000071467

We have received your document for BEST FRIENDS PET CARE COMPANY and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 498A00057947

Law Offices of
PAUL R. SASSO
28 West Flagler Street
Suite 505
Miami, Florida 33130
(305) 358-6654 Telephone
(305) 358-6652 Facsimile

December 13, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

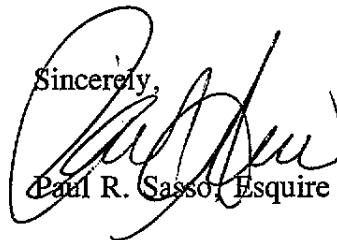
RE: PAW PARADISE, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Amended Articles of Incorporation for the above referenced corporation, a domestic profit corporation, and a copy of your letter dated December 8, 1998 as requested. After the enclosed is filed, please forward the copy of our offices at your earliest convenience.

If you have any questions, please do not hesitate to contact the undersigned. Awaiting your reply;

Sincerely,



Paul R. Sasso, Esquire

PRS/ags

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 11, 1999

PAUL R. SASSO
28 WEST FLAGLER ST.
STE. 505
MIAMI, FL 33130

SUBJECT: BEST FRIENDS PET CARE COMPANY
Ref. Number: P97000071467

We have received your document for BEST FRIENDS PET CARE COMPANY .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

I need your original amendment documents, you sent me photocopies of the
signature pages. Please send originals to me and I can get this document filed for
you.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 299A00001192

RECEIVED
DIVISION OF CORPORATIONS
JAN 27 11:08:11
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION

OF

BEST FRIENDS PET CARE COMPANY

FILED
99 JAN 27 AM 11:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned acting as an Sole director and Shareholder of **BEST FRIENDS PET CARE COMPANY**, under the Florida Business Corporations Act, adopts the following

Amended Articles of Incorporation:

ARTICLE I - NAME

The new name of this corporation shall be **PAW PARADISE, INC.**

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 6219 TURTLEMOUND ROAD, NEW SMYRNA BEACH, FLORIDA, 32169.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of common stock having a par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the board

of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF EXISTENCE

The effectiveness of these Amended Articles of Incorporation will commence CONTEMPORANEOUS WITH THE EXECUTION OF THIS DOCUMENT, TUESDAY, NOVEMBER 24, 1998.

ARTICLE VII - RESIDENT AGENT AND ADDRESS

The street address of the registered office of the corporation is 6219 TURTLEMOUND ROAD, NEW SMYRNA BEACH, FLORIDA, 32169 and the name of the registered agent of this corporation at that address is Sandra Williams.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have One (1) director. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the member of the board of directors is:

SANDRA WILLIAMS

6219 TURTLEMOUND ROAD, NEW SMYRNA BEACH, FLORIDA, 32169

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in the Articles of Incorporation or any amendment thereto in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X - BYLAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XI - MEETINGS

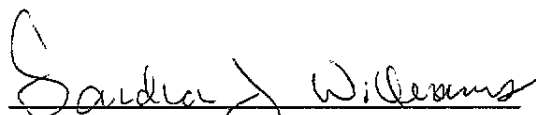
Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action. Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting

may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 24 day of NOVEMBER, 1998.


SANDRA WILLIAMS

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PAW PARADISE, INC.
2. The name and address of the registered agent and office is:

SANDRA WILLIAMS

6219 TURTLEMOUND ROAD, NEW SMYRNA BEACH, FLORIDA, 32169

SIGNATURE Sandra J. Williams
TITLE DIRECTOR
DATE Nov 24 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Sandra J. Williams
SANDRA WILLIAMS
DATE Nov. 24 1998