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BASIC AMENDMENT

THE PETPARTNERS NETWORK, INC.

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AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
THE PETPARTNERS NETWORK, INC.

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Pursuant to the provisions of Section 607.1006, Florida Statutes, THE PETPARTNERS NETWORK, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article I of the Corporation's Articles of Incorporation has been amended to read as follows:

"ARTICLE I

"The name and initial address of this Corporation shall be: PET ACCESS, INC., 7900 Glades Road, Suite 610, Boca Raton, Florida 33434, with privilege of having its offices and branch offices at other places within or without the State of Florida."

SECOND: The foregoing amendment was adopted on November 2, 1998.

THIRD: The foregoing amendment was approved by the stockholders of the Corporation. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, THE PETPARTNERS NETWORK, INC. (to be known as PET ACCESS, INC.), a Florida corporation, has caused these Articles of Amendment to be signed by its President this 11 day of November, 1998.

THE PETPARTNERS NETWORK, INC.; a  
Florida corporation (to be known as PET  
ACCESS, INC.)

By:   
Mike Solnik, M.D., President

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