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February 12, 1998

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*****35.00 *****35.00

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: WILD BIRDS OF SARASOTA, INC.

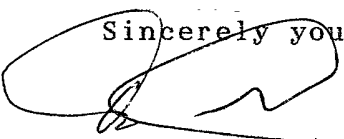
Dear Sir or Madam:

Enclosed please find the original Amendment to Articles of Incorporation of Wild Birds Unlimited of Sarasota, Inc., together with a copy thereof. Please file the Amendment. Please send us a conformed copy of the Amendment, as filed, by regular mail in the enclosed envelope. We will not require a certified copy of the Amendment.

Also, enclosed please find our check for \$35.00 payable to the Florida Dept. of State in payment of your fees for filing.

If you should have any questions, please feel free to contact me or Jack Lawson at 1-800-832-1401.

Sincerely yours,


Dennis S. Silver

DSS/co

Enclosures

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FILED
98 FEB 16 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MC
TLL FEB 17 6 1998

AMENDMENT TO ARTICLES OF INCORPORATION
OF
WILD BIRDS UNLIMITED OF SARASOTA, INC.
TO
WILD BIRDS OF SARASOTA, INC.

FILED
FEB 16 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, WILD BIRDS UNLIMITED OF SARASOTA, INC., was duly incorporated as a corporation for profit under Chapter 607 F.S. of the Laws of the State of Florida, effective on January 1, 1998, and

WHEREAS, all corporate powers of this corporation shall be exercised by or under the authority of, and the business and affairs of said corporation shall be managed under the direction of, the officers of said corporation; and

WHEREAS, all of the authorized, issued and outstanding shares of stock of said corporation are now owned and held by the undersigned, TRENT M. WOODS and KAY D. WOODS, as of this date; and

WHEREAS, on this day such shareholders, at a meeting for which notice of this amendment was given, cast votes for the amendment in sufficient number for approval of the amendment, and

WHEREAS, the undersigned TRENT M. WOODS and KAY D. WOODS are all of the officers of said corporation, as of this date; and

WHEREAS, it is the unanimous intent of the undersigned to amend the Articles of Incorporation of said Corporation in order to change the corporate name, from WILD BIRDS UNLIMITED OF SARASOTA, INC., to WILD BIRDS OF SARASOTA, INC., pursuant to

Florida Statute Section 607.1006.

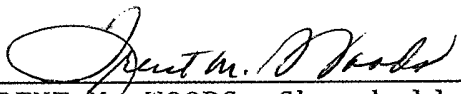
NOW THEREFORE,


W I T N E S S E T H:

The name of the Corporation is WILD BIRDS OF SARASOTA, INC.

This Amendment shall be effective upon the filing of these Articles of Amendment with the State of Florida, Department of State.

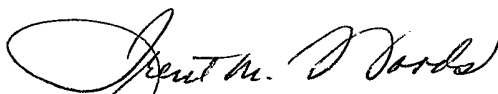
WITNESS our hands and seals at Sarasota, Florida, this 12th day of February, 1998.

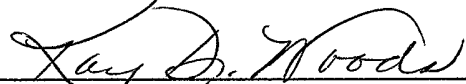

TRENT M. WOODS, Shareholder
and President


KAY D. WOODS, Shareholder,
Secretary and Treasurer

C E R T I F I C A T E

I CERTIFY that TRENT M. WOODS and KAY D. WOODS are the record owners of all of the authorized, issued and outstanding shares of stock, and that TRENT M. WOODS and KAY D. WOODS are the President, and the Secretary/Treasurer, respectively of said Corporation on February 12th, 1998.



TRENT M. WOODS, Shareholder
and President

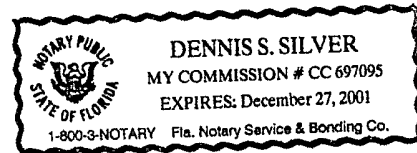

KAY D. WOODS, Shareholder
Secretary and Treasurer

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
12 day of FEBRUARY, 1998, by TRENT M. WOODS, who is
personally known to me.

NOTARY PUBLIC:

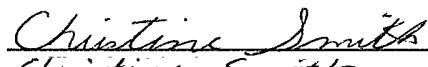

Dennis S. Silver
My commission expires:

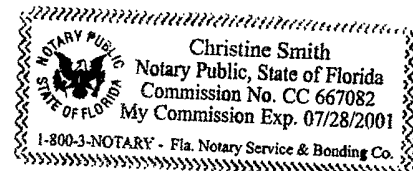


STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
12th day of February, 1998, by KAY D. WOODS, who is personally
known to me.

NOTARY PUBLIC:


Christine Smith
My commission expires:



wild.and