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Admitted:
Florida Bar - 1979
Georgia Bar - 1978

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 31 PM 4: 07

July 28, 2000

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

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-07/31/00--01117--008

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

RE: Amendment of Articles for B.P.'S Tropical Pets, Inc.

Dear Sir/Madame:

Please find enclosed a check for \$35.00 and the Amendment of Articles adding Robert K. Poindexter as Vice President to the corporation.

Thank you for your time and attention in this matter.

Sincerely,



William H. Meeks, Jr., Esquire

WHM/vks

*Vicki Sullivan gave Authorization
to add date of adoption. 8/3 TB*

Amend.

V. SHEPARD AUG 4 2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 31 PM 4: 07

B.P.'S TROPICAL 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)*

ADDING OFFICER:

ROBERT K. POINDEXTER-VICE PRESIDENT

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:

THIRD: The date of each amendment's adoption: July 28, 2000.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

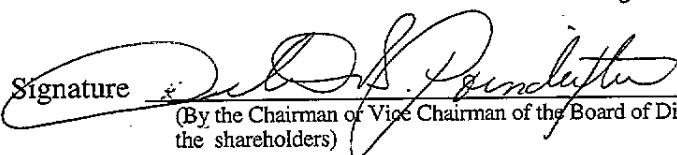
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28th day of July, 2000.

Signature



(By the Chairman or 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)

DEBORAH A. POINDEXTER

Typed or printed name

PRESIDENT/Incorporator

Title