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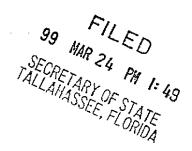
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Examiner's Initials

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Marcy's Pet Shop & Supplies, Inc.

Pursuant to the provisions of section 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article VII- Initial Registered Office and Agent

The Registered Office and Agent will be 1638 Euclid Ave. Miami Beach Florida 33139

The Registered Agent: Michel Lefort

Article VIII- Board of Directors

The Board of Directors will be as follows: Michel Lefort 1638 Euclid Ave. Miami Beach

Florida 33139.

SECOND: The date of each amendment's adoption is 03/18/99

Signature

THIRD: The amendments were approved by the shareholders. The number of votes cast for the

amendments were sufficient for approval.

Signed this 3 day of March, 19

MARCIA

Marcia Soares (President)

SOARLES

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS

CAPACITY.

DATE