98000033229

Memorandum

To:

Division of Corporations

CC:

From: JA & S ACCOUNTANTS

Date:

11/18/99

Re:

Universal Pet Supply, Inc.

Please at soon the amendments of Corporations has been issued please forward the copies to

JA & S Accountants

2323 W 52 ST

Hialeah, FI 33016

Correct of State



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 8, 1999

JA & S ACCOUNTANTS 2323 W. 52 STREET HIALEAH, FL 33016

SUBJECT: UNIVERSAL PET SUPPLY, INC.

Ref. Number: P98000033229

We have received your document for UNIVERSAL PET SUPPLY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 487-6916.

Letter Number: 699A00057856

Carol Mustain Corporate Specialist

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF UNIVERSAL PET SUPPLY, INC. (Present Name)

Pursuant to the provisions of section 607.1006. Florida Statutes, this 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)

ARTICLE III: amended PRINCIPAL OFFICE:

2853 NW 7 ST MIAMI, FL 33125

ARTICLE IV AGENT AND STREET ADDRESS: amended

Remove the name and address of the:

Oscar Ortega 1030 NW 34 Ave Miami, Fl 33125

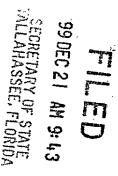
AND FILE AS FOLLOW

Raidel Perez 2853 NW 7 St Miami, Fl 33125

ARTICLES VI DIRECTORS: FILE AS FOLLOW:

Raidel Perez 2853 NW 7 St Miami, Fl 33125

PRESIDENT 100 SHARES



ARTICLE VI DIRECTOR(S):

Remove the name and address of the:

Oscar Ortega 1030 NW 34 Ave Miami, FI 33125

Rodolfo Gonzalez 2131 SW 1 ST Unit 7 Miami, Fl 33135

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 November 2, 1999.

FOURTH: Adoption of Amendment (s) (Check one)

_______ The amendment (s) was/were approved by shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

______ The amendment (s) was/were approved by shareholders through voting groups.

The amendment (s) was/were approved by shareholders through voting groups.

The following statements must be separately provided for each Voting group entitled to note separately on the amendment (s):

The number of votes cast for the amendment (s) was/were sufficient for approval by

Board of Directors
(Voting Group)

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

The amendments (s) was/were adopted by the incorporates without shareholders action and shareholders action was not required.

Signed Ortega

Signed	Ref	
	Rodolfo Gonzalez	
	/ RESIGNED	
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	6 06 1	
-	//MV//6/	
	flajdel Ferez	
	New Registred Agent and President	
	/ /	
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HAVING BEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

1/ 18/99

JOSE ANTONIO GARCIA MY COMMISSION # CC 872725 EXPIRES; Sep 21, 2003 TARY File Notary Santos & Bolding Co.