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PLEASE RETURN TO AVENTURA OFFICE

August 11, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: PUPPY CITY, INC. f/k/a PUPPYLAND USA INC.

500002618125--0
-08/17/98--01147--006
*****35.00 *****35.00

Dear Sir/Madam:

In connection with the above-referenced corporation, enclosed please find the following:

1. An original and one copy of Articles of Amendment changing the name of the corporation from Puppyland USA Inc. to Puppy City, Inc.;
2. This firm's check in the amount of \$35.00 representing your filing fee; and
3. A stamped envelope for your convenience.

Thank you for your time and attention to this matter. Should you have any question please contact the undersigned.

Very truly yours,

MICHAEL B. DENBERG
For the firm

MBD/ccc
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PUPPYLAND USA INC.**

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 adopted: Article I - Name is hereby amended to read as follows:

The name of the corporation shall be Puppy City, Inc.

SECOND: The date of this amendment's adoption is August 10th, 1998.

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- ☐ The amendment was 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:

"The number of votes cast for the amendment was sufficient for approval by
N/A
voting group."

- ☐ The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10th day of August, 1998.

PUPPY CITY, INC., a Florida corporation
f/k/a PUPPYLAND USA INC.

By: P. Chang
PATTY A. CHANG, President

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TALLAHASSEE, FLORIDA