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October 7, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
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*****35.00 *****35.00

Re: Bird Jungle, Tropical Fish and Supplies, Inc.

Dear Sir or Madam:

Enclosed herewith you will please find an original and one copy of the Amendment to the above referenced Corporation, together with my check in the amount of \$35.00, which represents your fee for filing of same.

Please file the above referenced document, and return a filed stamped copy to me in the self addressed stamped envelope which I have herewith provided for your convenience.

Thanking you in advance for your anticipated cooperation, I am,

Very truly yours,



Richard P. Caton

RPC/amw
enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
10-12-98
CC

AMENDED ARTICLES OF INCORPORATION
OF
BIRD, JUNGLE, TROPICAL FISH & PET SUPPLIES, INC.

The undersigned Corporation in accordance with the applicable Florida Corporation Law and its By-Laws, hereby amends and restates its Articles of Incorporation and adopts the following Amendment to the Articles of Incorporation under the Corporation Act of the State of Florida:

ARTICLE I: CORPORATION NAME

The name of the corporation as filed on September 30, 1998, was Bird, Jungle, Tropical Fish & Pet Supplies, Inc., and is now amended to reflect the name of **BIRD JUNGLE, TROPICAL FISH & SUPPLIES, INC.**

ARTICLE II: ADOPTION

These Amended Articles of Incorporation have been adopted by unanimous consent in lieu of special meeting of all of the Members and Directors of the Corporation, a copy of which is attached hereto, and dated the 6th day of October, 1998.

These Amended Articles of Incorporation shall become effective upon the filing with the Secretary of State, Division of Corporations.

IN WITNESS WHEREOF the undersigned have executed and signed these Amended Articles of Incorporation on this 6th day of October, 1998.



C. DENISE RAMACIERE

UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING
OF MEMBERS AND BOARD OF DIRECTORS
OF
BIRD, JUNGLE, TROPICAL FISH & PET SUPPLIES, INC.

The undersigned, constituting all of the membership and all of the Board of Directors and Shareholders of Bird, Jungle, Tropical Fish & Pet Supplies, Inc., (the Corporation) acting without meeting pursuant to Law and the By-Laws of the Corporation, do hereby consent to the Amendment of the Articles of Incorporation and approve and the Amended Articles of Incorporation as to the Name Change of the Corporation to BIRD JUNGLE, TROPICAL FISH & SUPPLIES, INC.

DATED this 6th, day of October 1998.


C. Denise Ramaciare


Marco Ramaciare