

P99000046081
ePetVillage.com

October 12, 1999

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

Attention: Amendments Section

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-10/15/99--01011--006
*****35.00 *****35.00

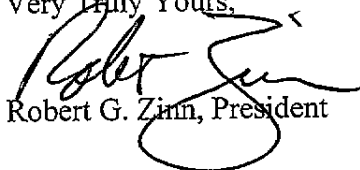
RE: ARTICLES OF AMENDMENT FOR EPETVILLAGE, INC.

Dear Sir or madam:

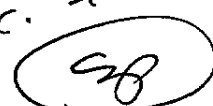
We are interested in filing the enclosed original Articles of Amendment to Articles of Incorporation of EPETVILLAGE, INC. with the Secretary of State. As such, please find the amount of \$35.00 is enclosed for the requisite fees.

Should you have any questions or comments regarding this matter, please do not hesitate to advise.

Very Truly Yours,


Robert G. Zinn, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gave OK to
correct
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Amend.

S. PAYNE OCT 15 1999

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
EPETVILLAGE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

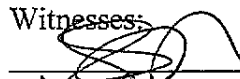
Pursuant to Section 607.1003 of the Florida Statutes, I, ROBERT ZINN, the President and Secretary of EPETVILLAGE, INC., a corporation duly authorized and existing under the laws of the State of Florida, do hereby certify that the following provisions of the Articles of Incorporation of EPETVILLAGE, INC., a Florida corporation, as filed with the Secretary of State, Tallahassee, Florida, on May 20, 1999. Charter No.: P99000045031 be and they hereby are amended in the following particulars:

1. Article Two: The number of shares which this corporation has authorized to be outstanding at any one time is: CLASS A - Voting stock 10,000,000 shares
CLASS B - Non-voting stock 40,000,000 shares

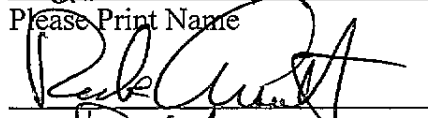
I, ROBERT ZINN, President and Secretary of EPETVILLAGE, INC., do hereby further certify that the foregoing amendment was adopted by resolution of the Board of Directors and the same submitted to a vote at a meeting of the shareholders duly convened on the 1st day of October, 1999, and the same were approved at said meeting by a majority of the stock entitled to vote thereat.

IN WITNESS THEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment and have caused the seal of the corporation to be hereunto affixed this 12th day of October, 1999.

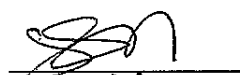
Witnesses:


Jennifer Nuznova

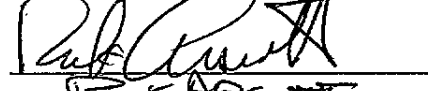
Please Print Name


Rick Ascott

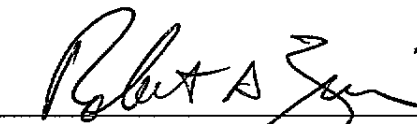
Please Print Name



Jennifer Nuznova

Please Print Name


Rick Ascott

Please Print Name


Robert G. Zinn, President

Attest: 
Robert G. Zinn, Secretary
(Corporate Seal)

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to administer oaths and to take acknowledgments in the County and State aforesaid, personally appeared ROBERT ZINN, President and Secretary of EPETVILLAGE, INC., personally known to me to be the person who executed the foregoing Articles of Amendment, and who acknowledged before me that he executed such instrument for the purposes therein stated and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of October, 1999.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

