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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PET BY NET, INC.

Certificate of Status	0
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AMEND
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**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
PET BY NET, INC.**

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SECRETARY OF STATE
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I, JAMES SCHWINN, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Amendment to the Articles of Incorporation of PET BY NET, INC. (the "Corporation") under Chapter 607.1006 of the laws of the State of Florida:

1. Pursuant to the Chapter 607.1006 of the Florida statutes, the Corporation hereby adopts the following Amendment to the Articles of Incorporation (the "Amendment"):

ARTICLE III

Article III is deleted and restated in its entirety as follows:


The aggregate number of shares which the Corporation shall have authority to issue is one hundred ten million (110,000,000) shares, comprised of one hundred million (100,000,000) common shares, having a par value of \$.001 per share, and ten million (10,000,000) preferred shares, that may be issued from time to time in one or more series as determined by the Corporation's Board of Directors, which is authorized to designate all rights, preferences, privileges and restrictions attendant to each series as well as the number of shares authorized for issuance in each series, which matters shall be expressed in resolutions adopted by the Board of Directors and filed with the Florida Secretary of State as required by the Florida Statutes.

2. This Amendment was made effective by the Board of Directors of the Corporation on August 7, 2002.

3. This Amendment was adopted by a majority of the shareholders of the Corporation via written consent dated August 7, 2002.

IN WITNESS WHEREOF, I, James Schwinn, the undersigned, being the President and a Director of the Corporation, make and file these Amended Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 7th day of August, 2002.

PET BY NET, INC.


James Schwinn
President and Director

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