

Filing Fee: \$50.00

Corp. I.D. # 22638

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

Rumford Aquarium, Inc.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Rumford Aquarium, Inc.

SECOND: The shareholders of the corporation on June 9, 1994, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

VOTED: That Article First of the Articles of Incorporation of the Corporation be amended to read as follows:

FIRST: The name of the corporation is Rumford Pet Center, Inc.

JUN 22 1994
RECEIVED
SECRETARY OF STATE
PROVIDENCE, RHODE ISLAND

FILED
JUN 22 1994
BY [Signature]
124784

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,111; and the number of shares entitled to vote thereon was 11.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Class A Voting	11

FIFTH: The number of shares voted for such amendment was 11; and the number of shares voted against such amendment was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Class A Voting	11	0

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (if no change, so state)

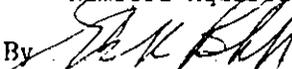
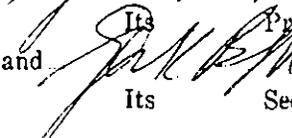
NO CHANGE

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (if no change, so state)

NO CHANGE

Dated June 13, 19 94

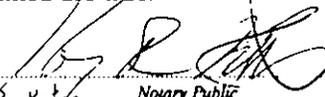
Rumford Aquarium, Inc.

By  Its President
and  Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At Providence in said county on this 13th day of
June, 1994, personally appeared before me George K. Baker, Jr.
who, being by me first duly sworn, declared that he/she is the President &
Secretary of Bemford Aquarium, Inc.

the he/she signed the foregoing document as President & Secretary of the
corporation, and that the statements therein contained are true.


Henry R. Kates Notary Public
My Commission Expires: 12/23/95

(NOTARIAL SEAL)