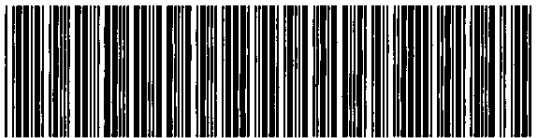


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

06/06/06--01051--001 **3600.00

04/11/06--01036--001 **70.00

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TALLAHASSEE, FLORIDA

J. Stivers JUN 06 2006

W06-12374

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: UNITED PET CORP. INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

PATRICK McMullen
(Name of Person)

UNITED PET CORP. INC
(Firm/Company)

463 Ohio Pike Suite 303
(Address)

Cincinnati, Ohio 45255
(City/State and Zip code)

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TALLAHASSEE, FLORIDA
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For further information concerning this matter, please call:

PATRICK McMullen at (513) 688-7050 Ext 13
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. United Pet Care Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. 11-2392851
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/9/1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 463 Ohio Pike Suite 303 Cincinnati OH 45255
(Principal office address)

463 Ohio Pike Suite 303 Cincinnati OH 45255
(Current mailing address)

8. Any lawful purpose allowable under Florida Statute
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stacia L. Taylor - Stacia L. Taylor, Asst. Sec.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE
FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: John A. Heil

Address: 463 Ohio Pike Suite 303 Cincinnati OH 45255

Vice Chairman: _____

Address: _____

Director: RANDY CREW - Six Concourse Parkway Ste 3300

Address: Atlanta, GA 30328

Director: _____

Address: _____

B. OFFICERS

President: John Heil

Address: 463 Ohio Pike Suite 303 Cincinnati, OH 45255

Vice President: Joe Gil - VP Finance

Address: 463 Ohio Pike, Suite 303 Cincinnati, OH 45255

Secretary: James T. Locke

Address: Six Concourse Parkway Suite 3300 Atlanta, GA 30328

Treasurer: Randall J. Steward

Address: Six Concourse Parkway Suite 3300 Atlanta, GA 30328

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. John A. Heil, President/CEO
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITED PET GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MAY, A.D. 2006.



3066897 8300

060377313

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4724595

DATE: 05-05-06