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LAW OFFICES OF
ROBERT I. CLAIRE, ESQUIRE, P.A.

SUITE 106
7280 WEST PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33433

ROBERT I. CLAIRE
ATTORNEY AT LAW
CERTIFIED PUBLIC ACCOUNTANT

TELEPHONE (561) 391-5555
FAX (561) 395-5012

November 20, 2000

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800003476758--4
-11/28/00--01018--005
*****78.75 *****78.75

RE: Articles of Incorporation/
NO BONES ABOUT IT, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is a check in the amount of \$78.75 for filing fees as follows for the corporation.

Filing Fees \$ 35.00
Cert. copy 8.75
Reg. Agent 35.00
Amount \$ 78.75

Your expediency in returning these filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire
Robert I. Claire, Esq.

RIC/jc
Enclosures/check

FILED
00 NOV 27 PM 12: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(B 11-28

ARTICLES OF INCORPORATION

OF

NO BONES ABOUT IT, INC.

FILED
00 NOV 27 PM 12: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

NO BONES ABOUT IT, INC.
7121 N.W. 6th Court
Miami, FL 33150

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To specialize in sale and marketing of gourmet pet food, gifts and baskets.
- B. To engage in and transact any lawful business for which corporations may be

incorporated under the Florida General Corporations Act.

- C. To do such other things as are incidental to the purposes of the corporation necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Lisa Dalessandro Director	7280 W. Palmetto Park Road, Suite 106 Boca Raton, FL 33433
Stephanie Rosenow, Director	7121 N.W. 6th Court Miami, FL 33150

ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

Stephanie Rosenow, President and Treasurer	7121 N.W. 6th Court Miami, FL 33150
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Lisa Dalessandro,
Vice President and Secretary

7280 W. Palmetto Park Road, Suite 106
Boca Raton, FL 33433

ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

Lisa Dalessandro

7280 W. Palmetto Park Road, Suite 106
Boca Raton, FL 33433

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 17th day of November, 2000.



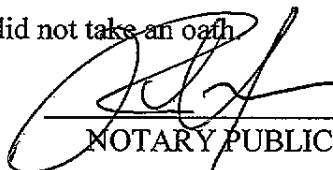
Lisa Dalessandro

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of November, 2000, by Lisa Dalessandro, who is personally known to me or who has produced _____ as identification and who did/did not take an oath _____

My commission expires:



NOTARY PUBLIC

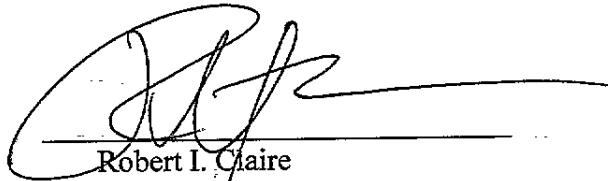


Robert Claire
MY COMMISSION # CC630247 EXPIRES
March 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **NO BONES ABOUT IT, INC.** which is contained in the foregoing Articles of Incorporation.

DATED this 17th day of November, 2000.


Robert I. Claire
Registered Agent

FILED
00 NOV 27 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA