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West Palm Beach, Florida 33409

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephone (561) 689-5011
Facsimile (561) 689-6820

William R. H. Broome

December 19, 2000

EFFECTIVE DATE

12/19/00

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: RED BARN DISTRIBUTORS, INC.

Ladies and Gentlemen:

Enclosed you will find original Articles of Incorporation of RED BARN DISTRIBUTORS, INC., together with a check for the following items:

1. Filing Articles	\$ 35.00
2. Furnishing certified copy of Articles	8.75
3. Filing Designation of Registered Agent	<u>35.00</u>
TOTAL	\$ 78.75

Kindly file the Articles and furnish certified copies of the Articles and Certificate of Incorporation.

Thank you for your assistance.

Sincerely,

William R. H. Broome

WRHB/cdh

Enclosures

PH
12/21/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RED BARN DISTRIBUTORS, INC.

EFFECTIVE DATE

12/19/00

ARTICLE I

NAME

The name of the corporation shall be RED BARN DISTRIBUTORS,
INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation is hereby authorized to carry on and license
and authorize others to carry on all or any part of the several
businesses enumerated in this Article, to-wit:

The corporation may engage in any activity or business
permitted under the laws of the United States and of the state of
Florida; further without limitation;

To conduct all phases of business related to marketing and
distribution of pet foods, supplies and equipment, but also with
authority to purchase, sell, lease and otherwise deal in and with,
in any manner whatsoever, all types of property, real, personal,
fixtures, equipment and all varieties of inventory, supplies, and
all other types of commerce.

The objects and purposes specified herein shall be regarded as
independent objects and purposes, and, except where otherwise
expressed, shall be in no way limited or restricted by reference to
or inference from the terms of any other clause or paragraphs of
these Articles of Incorporation.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general power conferred on this corporation by the laws of Florida.

The corporation is specifically permitted to engage in any legal business in any other state as well as the state of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is ONE HUNDRED (100) SHARES with no par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence, which existence shall commence on the date on which these Articles are subscribed and acknowledged, unless the Articles are not filed with the Department of State within five (5) days thereafter, in which case such existence shall commence upon filing.

ARTICLE VI

PRINCIPAL OFFICE

The principal office and place of business of this corporation

shall be located at 3408 Poncho Way, Lake Worth, Florida, 33467, with the privilege of establishing offices and places of business at other places in the state of Florida or the United States of America or abroad.

ARTICLE VII

DIRECTORS AND DESIGNATION OF DIRECTOR RESPONSIBILITIES

All corporate powers exercisable by or under the authority of the Board of Directors under these Articles and the laws of Florida, shall be exercised or performed by Eliot Federman, until such time as his authority in that regard shall be terminated as set forth hereinafter. The authority of Eliot Federman to act in the place and stead of the Board of Directors shall terminate when the holders of fifty (50%) percent or more of the outstanding capital stock of the corporation shall sign and deliver to the principal office of the corporation a writing declaring that the directorship responsibilities of Eliot Federman are terminated, and calling a special meeting of the stockholders of the corporation to elect a Board of Directors at such time and place as shall be designated in said writing. At such special shareholders meeting, three (3) directors shall be elected, with each shareholder being entitled to cast one vote for each of the three directors. Each new director shall be qualified and shall assume his office immediately upon receiving a majority of the votes cast for his office, and shall serve until his successor is elected and qualified at the next annual meeting of shareholders.

Directors need not be residents of the state of Florida or stockholders of the corporation. The number of directors after the special meeting for election of directors outlined above, may be increased but not diminished from time to time by bylaws adopted by the stockholders, provided that there shall always be an odd number of directors.

ARTICLE VIII

SUBSCRIBERS

The name and street address of the initial subscriber to the capital stock of the corporation, who is also the person signing, subscribing and acknowledging these Articles of Incorporation as incorporator is as follows:

William R. H. Broome 1818 Australian Avenue South
West Palm Beach, FL 33409

ARTICLE IX

PREEMPTIVE RIGHTS

Shareholders shall have preemptive right to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the corporation, initially, shall be
William R. H. Broome 1818 Australian Avenue South
West Palm Beach, FL 33409

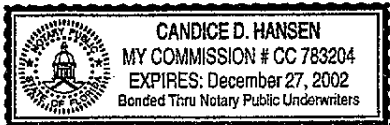
IN WITNESS WHEREOF, the above named incorporator has hereunto set his hand and seal this 19th day of December, 2000.

[Handwritten signature]

(SEAL)

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY, that on this 19th day of December, 2000, William R. H. Broome appeared before me, who is personally known to me or has produced _____ as identification, who executed the foregoing Articles of Incorporation for the purposes therein mentioned, and who did not take an oath.



[Handwritten signature: Candice D. Hansen]
Print name: CANDICE D. HANSEN
Notary Public, State of Florida
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with the duties of, and accept the obligations of the position of registered agent.

December 19, 2000
Date

[Handwritten signature]
William R. H. Broome

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TALLAHASSEE, FLORIDA