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FLORIDA PROFIT CORPORATION OR P.A.

COMPANION PET PRODUCTS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 12, 2002

YOUR CAPITAL CONNECTION

SUBJECT: COMPANION PET PRODUCTS, INC.
REF: W02000004105

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**ARTICLES OF INCORPORATION
OF
COMPANION PET PRODUCTS, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **COMPANION PET PRODUCTS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2541 SW 87th Place, Ocala, FL 34476.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Mitchell Denker, Attorney At Law, 12130 SW 47th Ave., Belleview, FL 34420.

ARTICLE V: INCORPORATOR

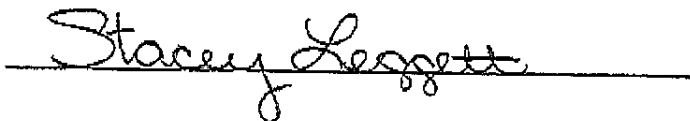
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is President/ Director: James Lynn, 2541 SW 87th Place, Ocala, FL 34476.

The undersigned has executed these Articles of Incorporation this 11th day of February 2002.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
Companion Pet Products, Inc.

2. The name and street address of the registered agent and office is: Mitchell Denker, Attorney AT LAW 12130 SE 47th Ave.
Belleview, Florida 34420

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Mitchell Denker

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