

P 96000030445

SUSAN R RUMPOLO
3528-A GARDENS EAST DRIVE
PALM BEACH GARDENS, FLORIDA 33410

March 15, 1996

FILED
96 APR -5 PM 3:23
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of SRR ROSE PET-ALL, INC.

800001748788
-03/19/96--01046--020
****122.50 ****122.50

Gentlemen:

Please find enclosed the original and one (1) copy of the subject Articles of Incorporation. Upon filing, please return a certified copy of the Articles to the undersigned.

A check in the amount of \$122.50 is enclosed.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

Susan R Rumpolo

Enclosures

~~W 96-6194~~

R. CHESLER APR 8 1996

615

896A-13219



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 22, 1996

SUSAN R RUMPOLO
3528-A GARDENS EAST DR
PALM BEACH GARDENS, FL 33410

SUBJECT: SRR ROSE PET-ALL, INC.
Ref. Number: W96000006194

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TALLHASSEE FLORIDA

We have received your document for SRR ROSE PET-ALL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 896A00013219

ARTICLES OF INCORPORATION
OF
SRR ROSE PET-ALL, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles Of Incorporation for such corporation.

ARTICLE I - NAME AND CORPORATE ADDRESS

The name and address of this Corporation is:

SRR ROSE PET-ALL, INC.
3896 BURNS ROAD #2
PALM BEACH GARDENS, FLORIDA 33410

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which this Corporation is formed is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1000 shares of Class A stock at \$0 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par

ARTICLE IV - (continued)

value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AMENDMENT

The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders' meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall not have pre-emptive rights.

ARTICLE VII - REGISTERED AGENT

The name and office address of this Corporation's registered agent in Florida is:

SUSAN R RUMPOLO
3896 BURNS ROAD #2
PALM BEACH GARDENS, FLORIDA 33410

ARTICLE VIII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The name and address of the person who is to serve as Director until the first annual meeting of shareholders, or until his successor is elected and qualifies, is:

SUSAN R RUMPOLO
3896 BURNS ROAD #2
PALM BEACH GARDENS, FLORIDA 33410

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is:

SUSAN R RUMPOLO
3896 BURNS ROAD #2
PALM BEACH GARDENS, FLORIDA 33410

ARTICLE X - COMMON DIRECTORS -- TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

DATED: This 14th day of March, 1996.

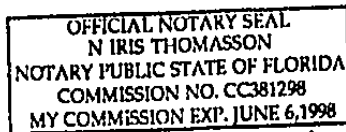
Susan R Rumpolo
SUSAN R RUMPOLO, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 14th day of March, 1996, by SUSAN R RUMPOLO.

(Notary Seal)

N Iris Thomasson
Notary Public, State of Florida
My commission Expires:



used Se. D/C as T.D.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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 : SRR ROSE PET-ALL, INC.
2. The name and address of the Registered Agent and office is:

SUSAN R. RUMPOLO
3896 BURNS ROAD #2
PALM BEACH GARDENS, FLORIDA 33410

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ACKNOWLEDGEMENT:

Having 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.


SUSAN R. RUMPOLO