

P980000 72777

TRANSMITTAL LETTER

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

400002618304--2  
-08/18/98--01010--005  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: GeoPets Inc  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mario Fernandez  
Name (Printed or typed)

10340 SW 103 Lane  
Address

miami FL 33176  
/City, State & Zip

305-279-4862  
Daytime Telephone number

98 AUG 18 AM 10:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

AUG 20 1998  
*[Signature]*

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**Articles of Incorporation  
Of  
GeoPets, Inc.**

**FILED**  
98 AUG 18 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporators, 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 shall be: **GeoPets, Inc.**

**Article II  
Nature of Business**

The corporation shall have the powers to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**Article III  
Mailing Address**

The initial mailing address of the corporation is:

10340 S W 103 Lane Miami Fl 33176

**Article IV  
Duration**

This corporation shall exist perpetually.

**Article V  
Capital stock**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 5,000 shares of common stock, par value \$ 1.00 per share.

**Article VI**  
**Right to Vote**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in this articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

**Article VII**  
**Board of Directors**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The election of directors shall be done in accordance with the bylaws. The directors shall be protected from personal liability to the fullest extent permitted by the Florida Business Corporation Act. The name of each initial members of the board of directors are:

Mario Fernandez  
Rosany Fernandez

**Article VIII**  
**Registered Agent**

The name and address of the registered agent of the corporation is:

Mario Fernandez  
10340 S W 103 Lane  
Miami, Fl 33176

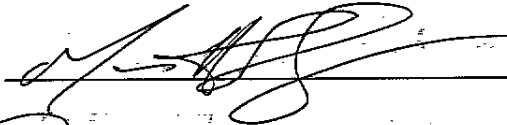
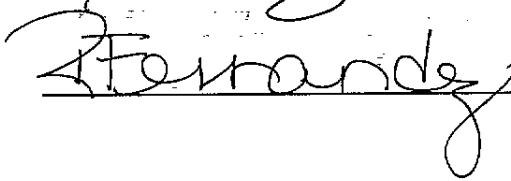
**Article IX**  
**Incorporators**

The name and address of the incorporators are:

Mario Fernandez  
10340 S W 103 Lane  
Miami Fl 33176

Rosany Fernandez  
10340 S W 103 Lane  
Miami Fl 33176

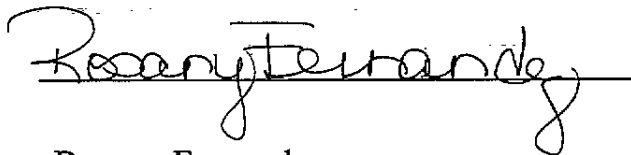
**IN WITNESS WHEREOF**, the incorporators have executed these  
Articles of Incorporation on August 13, 1998.

  
\_\_\_\_\_  
  
\_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:


GeoPets, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Mario Fernandez at 10340 S W 103 Lane. Miami, Fl 33176, as it agent to accept service of process within this state.



Rosany Fernandez  
Incorporator

Dated: Aug. 13, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By   
Mario Fernandez  
Dated: August 13, 1998

**FILED**  
98 AUG 18 AM 10:44  
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TALLAHASSEE FLORIDA