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PHILLIPS & ZISKINDER
C O U N S E L L O R S A T L A W

Kendall J. Phillips • Steve Ziskinder

February 2, 1999

FILED
99 FEB 15 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: AristaPet Specialty Products, Inc.

Dear Sir or Madam:

Enclosed please find this Firm's draft in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars together with the original Articles of Incorporation of AristaPet Specialty Products, Inc., for filing with the Division of Corporations.

Once same has been filed, please return a certified copy of same to our office.

Thank you.

Very truly yours,

PHILLIPS & ZISKINDER, P.A.

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

By: Kendall J. Phillips
Kendall J. Phillips
For the Firm

KJP/cdm

Enclosures

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ARTICLES OF INCORPORATION OF
ARISTAPET SPECIALTY PRODUCTS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is AristaPet Specialty Products, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 239 South Indian River Drive, Fort Pierce, Florida 34950.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of distribution and sale of specialty pet products.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.
3. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

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ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is two hundred (200). Such shares shall be a single class, and shall have a par value of One Dollar \$1 per share. No preferences, qualifications, limitations, restrictions, or special rights other than those provided by law shall exist with respect to any of the shares of the corporation or any of the holders of such shares.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 239 South Indian River Drive, and the name of its initial registered agent at such address, is Kendall J. Phillips.

ARTICLE SEVEN

OFFICERS AND DIRECTORS

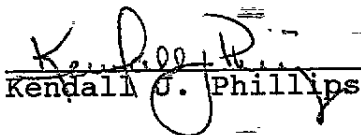
The number of directors constituting the corporation's initial board of directors is two (2). The name address of each person who is to serve as a member of the initial board of directors is as well as their office is:

1. Steve Ziskinder - President, Treasurer, Director
3679 S.W. Sunset Trace Circle, Palm City, Florida 34990
2. Kendall J. Phillips - Vice-President, Secretary, Director
1786 Cypress Lane, Vero Beach, Florida 32963

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is: Kendall J. Phillips, 1786 Cypress Lane, Vero Beach, Florida.


Kendall J. Phillips

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FS §607.0501 OR FL §617.0501,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE

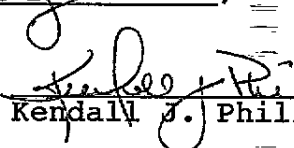
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: AristaPet Specialty Products, Inc..

2. The name and address of the registered agent and office is: Kendall J. Phillips, 239 South Indian River Drive, Fort Pierce, Florida 34950.

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.

Executed by the undersigned at Fort Pierce, St. Lucie County, Florida on this 3rd day of February, 1999.


Kendall J. Phillips

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