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Richard P. Greene, P.A.

INTERNATIONAL BUILDING
2455 EAST SUNRISE BOULEVARD
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TELEPHONE: (954) 564-6616
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January 23, 1996

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

900001699389
-01/26/96--01077--006
*****70.00 *****70.00

Attention: Qualification and Registration Section

Re: InnoPet, Inc.

Dear Sir:

In connection with InnoPet, Inc., a Delaware corporation, enclosed please find a completed original Application by Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed is an original Certificate of Good Standing which was issued by the State of Delaware on January 18, 1996. Finally, enclosed find a firm check in the amount of \$70 made payable to the Department of State to cover the filing fee and the Registered Agent designation.

Please send the letter of acknowledgement to my office. If you have any questions in this regard, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.

Richard P. Greene
Richard P. Greene
For the Firm

RPG\evb
Enclosures
InnoPet\AuthTrans.Ltr

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DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. InnoPet Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 8/2/95 4. Perpetual
(Date of Incorporation) (Duration)
5. 65-0620151
(Federal Employer Identification number, if applicable)
6. Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 1 East Broward Boulevard, Suite 1100, Ft. Lauderdale, FL 33301
(Current mailing address)
8. Marketing and sales of pet products
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Marc Duke
Address: 1 East Broward Boulevard, Suite 1100
Ft. Lauderdale, FL 33301

Vice Chairman: _____
Address: _____

Director: Francis R. Santangelo
Address: 1 East Broward Boulevard, Suite 1100
Ft. Lauderdale, FL 33301

Director: Dana Vaughn, PhD
Address: 1 East Broward Boulevard, Suite 1100
Ft. Lauderdale, FL 33301

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B. Officers:

President: Marc Duke
Address: 1 East Broward Boulevard, Suite 1100
Ft. Laudordalo, FL 33301

Vice President: Robin Hunter
and CFO: 1 East Broward Boulevard, Suite 1100
Address: Ft. Lauderdale, FL 33301

Secretary: Richard P. Greene
Address: 2455 E. Sunrise Boulevard, Suite 905
Ft. Lauderdale, FL 33304

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and directors.)

10. Name and Street address of Florida registered agent:

Name: Richard P. Greene, P.A.
Office Address: 2455 E. Sunrise Boulevard, Suite 905
Ft. Lauderdale, Florida 33304
Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: _____

Richard P. Greene

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Marc Duke, Chairman
(Name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INNOPET INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7794493

DATE:

01-18-96