

INNOVATIVE PRODUCTS
INNOPET
FOR THE PETS WE LOVE

F96000003904

July 26, 1996

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

Attn: Doug Dickinson
Document Specialist

W96-15054
736334897057
-07/17/96--01089--002
*****70.00 *****70.00

Dear Mr. Dickinson:

As per your letter dated July 18, 1996, please find attached the original Certificate of Good Standing for InnoPet Brands, Corp.

Should you have any questions, please do not hesitate to call.

Thank you.

Very truly yours,



Mary Lou Bole
Executive Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MLB

Encl.

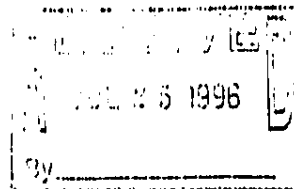


FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 18, 1996 .

INNOPET, INC.
1 E BROWARD BLVD #1100
FT LAUDERDALE, FL 33301

SUBJECT: INNOPET BRANDS CORP.
Ref. Number: W96000015054



We have received your document for INNOPET BRANDS CORP. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 196A00034894

**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 Brands Corp
(Name of corporation: the word "INCORPORATE," "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 same name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 1/11/96
(Date of Incorporation)
4. Perpetual
(Duration)
5. 65-0639984
(Federal Employer Identification Number, if applicable)
6. Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, 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:	<u>Marc Duke</u>
Address:	<u>1 East Broward Boulevard, Suite 1100</u>
	<u>Ft. Lauderdale, FL 33301</u>
Vice President:	<u>Albert A. Masters</u>
Address:	<u>1 East Broward Boulevard, Suite 1100</u>
	<u>Ft. Lauderdale, FL 33301</u>
Vice President:	<u>Edwin H. Christensen</u>
Address:	<u>1 East Broward Boulevard, Suite 1100</u>
	<u>Ft. Lauderdale, FL 33301</u>
Director:	<u>Richard P. Greene</u>
Address:	<u>1 East Broward Boulevard, Suite 1100</u>
	<u>Ft. Lauderdale, FL 33301</u>

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TALLAHASSEE, FLORIDA

B. Officers:

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

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

Vice President: Dr. Donna Vaughn, PhD
Address: 1 East Broward Boulevard, Suite 1100
Ft. Lauderdale, FL 33301

Vice President: Edwin H. Christensen
Address: 1 East Broward Boulevard, Suite 1100
Ft. Lauderdale, FL 33301

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

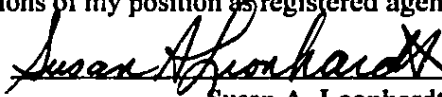
10. Name and Street address of Florida registered Agent:

Name: Susan A. Leonhardt
Office Address: 1 East Broward Boulevard, Suite 1100
Ft. Lauderdale, FL 33301

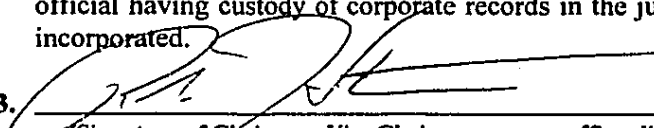
11. Registered agent's acceptance:

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:


Susan A. Leonhardt

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. Robin Hunter, Vice President and CFO
(Name and capacity of person signing application)

Additional Officers And Directors

A. Directors:

Directors:
Address:

Curtis Garnet

1 East Broward Boulevard, Suite 1100

Ft. Lauderdale, FL 33301

B. Officers:

Vice President:
Address:

Albert A. Masters

1 East Broward Boulevard, Suite 1100

Ft. Lauderdale, FL 33301

Vice President:
Address:

Linda Duke

1 East Broward Boulevard, Suite 1100

Ft. Lauderdale, FL 33301

Secretary:
Address:

Robin Hunter

1 East Broward Boulevard, Suite 1100

Ft. Lauderdale, FL 33301

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 BRANDS CORP." 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 FOURTEENTH DAY OF JUNE, A.D. 1996.

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

FILED
96 JUL 31 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7986183

06-14-96