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DAVID PRATT AND ASSOCIATES, P.A.
ATTORNEYS AT LAW

DAVID PRATT ^{1,2,3,5,6}

ELAINE M. BUCHER ⁴

JENNIFER E. ZAKIN ⁵

¹ Board Certified - Wills, Trusts and Estates

² Board Certified - Taxation

³ Also Admitted in New York

⁴ Also Admitted in New Jersey and Pennsylvania

⁵ Masters of Law in Taxation

⁶ Certified Public Accountant (New York)

2101 CORPORATE BOULEVARD, SUITE 220

BOCA RATON, FL 33431

TELEPHONE: (561) 862-0480

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REPLY TO:

Jennifer E. Zakin, Esq.

(561) 862-0480, Ext. 238

jzakin@fl-estatelaw.com

August 2, 2001

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

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**RE: STC PETS, INC.
TOWER PETS, INC.
WESTFORK PETS, INC.
Our File No. 12212.11**

Dear Sir or Madam:

Enclosed please find the following documents pertaining to each of the above mentioned Florida entities.

1. Amended and Restated Articles of Incorporation; and
2. Certificate Designating Place of Business or Domicile for the Service of Process.

Please file the above referenced documents and return certified copies of each Amended and Restated Articles of Incorporation to us at your earliest convenience. We have enclosed a check payable to Department of State, in the amount of \$236.25, which represents the filing fees for the amended articles and designation of registered agent, and the fee for three (3) certified copies of the amended articles.

FILED
01 AUG 23 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OTHER OFFICES LOCATED IN:

BOYNTON BEACH (561) 736-7170

WEST PALM BEACH (561) 862-0480

Department of State

August 2, 2001


Page 2

If you have any questions, please do not hesitate to contact me.

Yours truly,

DAVID PRATT AND ASSOCIATES, P.A.

By:


Jennifer E. Zakin, Esq.

Jennifer E. Zakin, Esq.

Enclosures

cc: Mr. David Rafael (w/o enclosures)
Elliot Kostick, CPA (w/o enclosures)
David Pratt, Esq. (w/o enclosures)

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OTHER OFFICES LOCATED IN:

BOYNTON BEACH (561) 736-7170

WEST PALM BEACH (561) 835-1420

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August 21, 2001

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

RE: STC PETS, INC.
TOWER PETS, INC.
WESTFORK PETS, INC.
Our File No. 12212.11

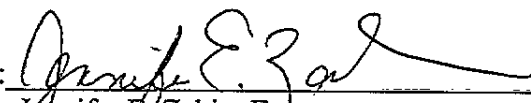
Dear Sir or Madam:

As you requested, enclosed please find the Plan of Corporate Recapitalization, Joint Written Action of Shareholders and Directors and Amended and Restated Bylaws for each of the above referenced entities. Please file the above referenced documents with the other enclosed documents and return certified copies of each Amended and Restated Articles of Incorporation to us at your earliest convenience.

If you have any questions, please do not hesitate to contact me.

Yours truly,

DAVID PRATT AND ASSOCIATES, P.A.

By: 
Jennifer E. Zakin, Esq.

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 16, 2001

DAVID PRATT AND ASSOCIATES, P.A.
% JENNIFER E. ZAKIN, ESQ.
2101 CORPORATE BLVD., STE 220
BOCA RATON, FL 33431

SUBJECT: STC PETS, INC.
Ref. Number: K99917

We have received your document for STC PETS, INC. and check(s) totaling \$236.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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 (850) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 101A00046913

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STC PETS, INC.

1. Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is STC Pets, Inc.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Business Corporation Act of 1983.

ARTICLE IV
Capital Stock

The Corporation is authorized to issue fifty (50) shares of one dollar (\$1.00) par value common stock which shall be designated "Common Voting Shares"; and five hundred (500) shares of one dollar (\$1.00) par value common stock which shall be designated "Common Non-Voting Shares." The Common Voting Shares and Common Non-Voting Shares shall be entitled in all respects to equal rights and privileges except that each share of Common Voting Shares shall be entitled to one (1) vote and each share of Common Non-Voting Shares shall be Non-Voting stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Principal Office; Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is 2134 South University Drive, Davie, Florida 33324, and the name of the registered agent of this corporation at that address is David Rafael.

ARTICLE VI
Initial Board of Directors

1. This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

David Rafael
1849 NW 93rd Way
Plantation, FL 33332

2. The number of shares of the Corporation outstanding at the adoption was fifty (50), and the number of shares entitled to vote thereon was fifty (50).

3. The number of shares voted in favor of such Amendment was fifty (50), and the number of shares voted against such Amendment was none.

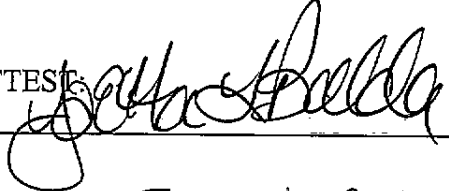
4. These Amended Articles of Incorporation were adopted on the 26th day of June, 2001.

5. The holders of Common Shares shall exchange each share of such stock for one (1) share of Voting Common stock and ten (10) shares of Non-Voting Common stock.

6. These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 26th day of June, 2001.

ATTEST:



Print Name: Joetta L. Balda



DAVID RAFAEL, President

(CORPORATE SEAL)

STATE OF FLORIDA:)
)SS:
COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 26th day of June, 2001, by DAVID RAFAEL, as President of STC Pets, Inc., a Florida corporation, by and on behalf of the Corporation. He is personally known to me or has produced DL as identification.

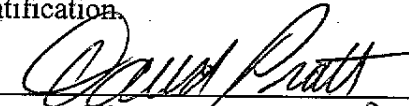
DAVID PRATT

Notary Public, State of Florida

My Commission Expires Aug. 26, 2002

Commission No. CC 770917

My Commission Expires:


Notary Public, State of Florida DAVID PRATT

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

STC PETS, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that STC Pets, Inc., desiring to organize under the laws of the State of Florida with its principal office at 2134 South University Drive, Davie, Florida 33324, has named David Rafael, located at 2134 South University Drive, Davie, Florida 33324, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


DAVID RAFAEL

**JOINT WRITTEN ACTION
OF
SHAREHOLDERS AND DIRECTORS
OF
STC PETS, INC.**

The undersigned, being the Shareholder and Director of STC Pets, Inc., a Florida corporation, hereby take the following written actions in lieu of holding a meeting regarding same, all pursuant to the terms of the Florida Statutes:

BE IT RESOLVED:

1. That the following individual is hereby elected to serve as Director for the ensuing year or until their successors are duly elected and qualified:

DAVID RAFAEL

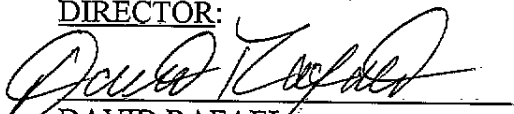
2. That the following individual is hereby elected to the office set forth opposite his name, to serve until his successor is duly elected and seated:

DAVID RAFAEL- President, Treasurer and Secretary

3. That the prior transactions and agreements (whether oral or written) of the Corporation and the actions and inactions of the Corporation's Officers are hereby approved and ratified by the Board of Directors.

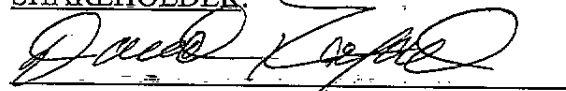
DATED: June 26, 2001.

DIRECTOR:



DAVID RAFAEL

SHAREHOLDER:



DAVID RAFAEL

PLAN OF CORPORATE RECAPITALIZATION

This Plan of Corporate Recapitalization made this 26th day of June, 2001, by the directors and shareholders of STC Pets, Inc., a Florida corporation (hereinafter referred to as the "Corporation").

WITNESSETH:

WHEREAS, the Corporation is duly organized and existing under the laws of the State of Florida and incorporated on July 5, 1989.

WHEREAS, the Corporation has the authorized and issued and outstanding capital structure set forth below:

<u>Authorized Stock</u>	<u>Issued and Outstanding Stock</u>
50 Shares	50 Shares

WHEREAS, the Board of Directors of the Corporation deems it advisable for the general welfare and advantage of the Corporation and its Shareholders that the Corporation recapitalize pursuant to this Plan, and pursuant to the applicable provisions of the laws of the State of Florida and in compliance with the applicable provisions of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and of the mutual promises, agreements, covenants and grants hereinafter contained, the parties hereby agree as follows:

ARTICLE I

Recapitalization

1.01 Recapitalization. On the Effective Date, as defined in Section 4.02, the outstanding stock of the Corporation shall be exchanged for Common Voting Shares and Common Non-Voting Shares in accordance with Article III hereof.

ARTICLE II

Articles of Incorporation By-Laws, Directors and Officers

2.01 Articles of Incorporation. The Articles of Incorporation of the Corporation, as in effect on the date hereof, shall on and after the Effective Date be amended in accordance with the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

2.02 By-Laws. The By-Laws of the Corporation as in effect on the date hereof, shall, on and after the Effective Date, be amended in accordance with the written action attached hereto as Exhibit B.

B.

2.03 Directors. The directors of the corporation on and as of the Effective Date shall continue to be the Directors of the Corporation until their successors shall have been elected in accordance with the By-Laws of the Corporation and shall have duly qualified.

2.04 Officers. The officers of the Corporation on and as of the Effective Date shall continue to be the officers of the Corporation until their successors shall have been elected or appointed in accordance with the By-Laws of the Corporation and shall have duly qualified.

2.05 Vacancies. If on the Effective Date a vacancy shall exist in the Board of Directors or in any of the offices of the Corporation by reason of death or inability to act or for any other reason, such vacancy shall be filled in the manner provided for in the By-Laws of the Corporation.

ARTICLE III

Manner of Converting Shares

The manner and basis of converting the shares of the Corporation upon consummation of this recapitalization transaction shall be as follows:

3.01 Exchange of Shares.

On the Effective Date, each share of common stock of the Corporation, then issued and outstanding and all rights in respect thereof shall, be exchanged for one (1) share of Common Voting Shares and ten (10) shares of Common Non-Voting Shares.

ARTICLE IV

Approval and Effective Date

4.01 Approval of Shareholders. Upon execution by the requisite number of the Shareholders of the Corporation as provided by the laws of the State of Florida and its certificate of incorporation, this plan shall be deemed approved.

4.02 Effective Date. This Plan shall become effective upon the filing of the Amended and Restated Articles of Incorporation with the Department of State for the State of Florida.

ARTICLE V

Expenses

All expenses incurred by or on behalf of the parties hereto in connection with the authorization, preparation and consummation of this Plan, including without limitation, all fees and expenses of agents, representatives, counsel and accountants employed by the parties hereto in connection with the authorization, preparation, execution and consummation of this Plan shall be borne by the Corporation.

ARTICLE VI


General Provisions

6.01 Amendment. The parties hereto may, by written agreement, amend this Plan of Corporate Recapitalization.

6.02 Counterparts. This Plan of Corporate Recapitalization may be executed simultaneously or otherwise in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Shareholders and Director have caused this Plan of Corporate Recapitalization to be executed all as of the day and year first above written.

SHAREHOLDER:



DAVID RAFAEL

DIRECTOR:



DAVID RAFAEL