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FLORIDA BAR BOARD CERTIFIED ESTATE
PLANNING AND PROBATE ATTORNEY
AND TAX ATTORNEY

RICE & ROBINSON, P.A.
BANKRUPTCY/CREDITOR'S RIGHTS

†ALSO ADMITTED IN ALABAMA & GEORGIA

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April 2, 2001

Florida Department of State
Department of Corporation
New Filing
409 East Gaines Street
Tallahassee, Florida 32399

Re: Key West Pet Company, L.C.

Dear Sir or Madam:

Enclosed you will find Articles of Incorporation along with our office check in the sum of \$125.00 representing filing fee of the above stated corporation.

Thank you for your attention herein.

Very truly yours,

Browning, Eden & Sireci, P.A.


Erin H. Larabee
For the Firm

EHL/mh
Enclosure

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01 APR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L01-5438
R

ARTICLES OF ORGANIZATION

OF

Key West Pet Company, L.C.

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be **Key West Pet Company, L.C.**

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of seventy-five (75) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address: Post Office Box 2293
Key West, Florida 33045

Street Address: 2770 N. Roosevelt Boulevard
Overseas Market
Key West, Florida 33040

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 402 Appelrouth Lane, Key West, Florida 33040. The name of the registered agent at such registered office is MICHAEL L. BROWNING, ESQUIRE.

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STANDARD TIME
FLORIDA DEPT. OF STATE

ARTICLE V – ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI – CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII – COMPOSITION OF MANAGEMENT

This limited liability company is to be managed by two (2) managers, **Nancy J. Clark** and **Andrea Green Aitken**, during their lifetime and no other person or individual shall have the right to so manage this Limited Liability Company unless **Nancy J. Clark** or **Andrea Green Aitken** resigns, dies, voluntarily retires or consents in writing to a successor Manager; provided, however, that **Nancy J. Clark** and **Andrea Green Aitken** may designate in writing a Manager to serve in their place and stead during any such period that **Nancy J. Clark** and **Andrea Green Aitken** so designate. Accordingly, this Limited Liability Company is to be

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CLERK OF DISTRICT COURT
JULY 11 2011

a Manager-managed company as set forth in Fla. Stat. Sec. 608.407(d) and shall be so managed by **Nancy J. Clark** and **Andrea Green Aitken** until their resignation, death, retirement, consent to a successor Manager or designation of a Manager to serve in their place and stead, as aforesaid. Upon **Nancy J. Clark's** or **Andrea Green Aitken's** resignation, death, retirement or written consent to a successor Manager, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited Liability Company. In accordance with the foregoing, the name and address of the Managers of this Limited Liability Company are:

Names of Manager

Address

Nancy J. Clark

730 Eaton Street
Key West, Florida 33040

Andrea Green Aitken

730 Eaton Street
Key West, Florida 33040

ARTICLE VIII – OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX – PURPOSE OF LIMITED LIABILITY COMPANY

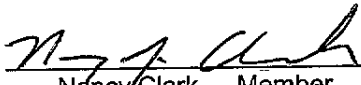
The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

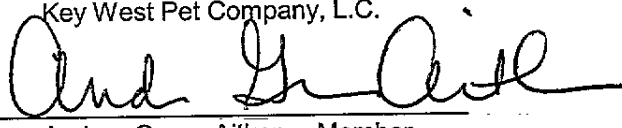
ARTICLE X – OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 27th day of March, 2001.

Key West Pet Company, L.C.

By: 
Nancy Clark - Member
Key West Pet Company, L.C.

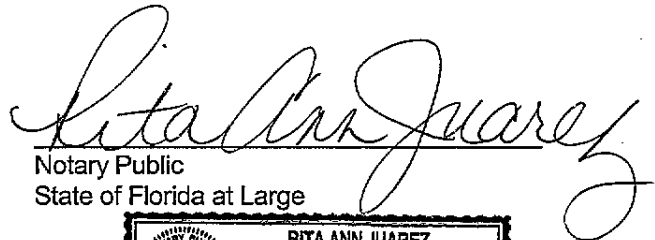
By: 
Andrea Green Aitken - Member
Key West Pet Company, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS.
COUNTY OF MONROE)

BEFORE ME personal appeared **Nancy Clark**, a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of March, 2001.


Notary Public
State of Florida at Large



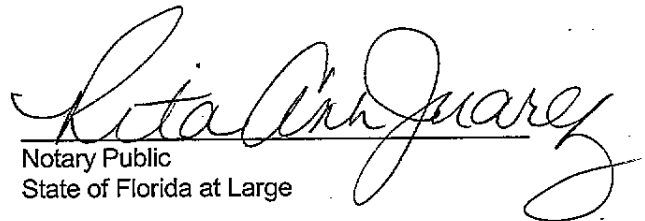
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My Commission Expires:

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NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA)
) SS.
COUNTY OF MONROE)

BEFORE ME personal appeared, **Andrea Green Aitken**, a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of March, 2001.


Notary Public
State of Florida at Large

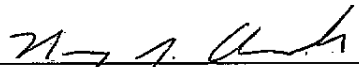
My Commission No.:
My Commission Expires:



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NOTARY PUBLIC
STATE OF FLORIDA

CERTIFICATION 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 48.061, Florida Statutes, the following is submitted: That **Key West Pet Company, L.C.** desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, State of Florida, has named, MICHAEL L. BROWNING, ESQUIRE, located at 402 Appelrouth Lane, Key West, Florida, 33040, as its agent to accept service of process.

Signature: 
Nancy Clark - Member

Title: Incorporating Member

Signature: 
Andrea Green Aitken - Member

Title: Incorporating Member

Date: 3/27/01


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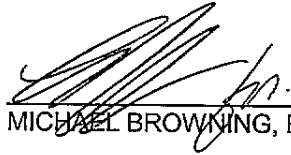
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



MICHAEL BROWNING, ESQUIRE

3/27/01

DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA