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OFFICE
RONALD W. MAXWELL, P.A.

4800 Beach Boulevard, Suite 5

JACKSONVILLE, FLORIDA 32207-4865

FILED

2002 APR 19 PM 2:34

FACSIMILE
(904) 398-7718

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TELEPHONE
(904) 398-7672

April 19, 2002

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

100005312871--5
-04/22/02--01048--014
***125.00 ***125.00

Re: **FELIDRY CAT LITTER, LLC**
Proposed Limited Liability Company

EFFECTIVE DATE
04-18-02

Dear Sir:

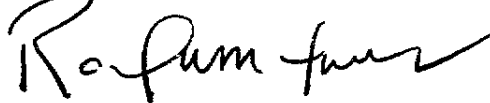
Enclosed herewith you will find originals of the proposed Articles of Organization for the above-referenced Company, which includes as Article V thereof the required appointment of Registered Agent. Acceptance of the Company's Registered Agent Appointment is found on the signature page of the Articles. (A copy of the Articles is enclosed and I would request that you stamp and return same after filing.)

You will also find enclosed herewith a check in the amount of \$125.00 made payable to the Department of State to cover filing fees and Designation of Registered Agent.

Thanking you for your assistance and attention to this matter and with best regards, I am

Sincerely,

LAW OFFICE OF RONALD W. MAXWELL, P. A.



RONALD W. MAXWELL

RWM/cr
Enclosures as stated

J. BRYAN APR 24 2002

**ARTICLES OF ORGANIZATION
FOR
FELIDRY CAT LITTER, LLC**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, being the duly authorized managing member or the authorized representative of said member, desires to form a Limited Liability Company under the laws of the State of Florida, and hereby adopts the following Articles of Organization for such company.

ARTICLE I. NAME

EFFECTIVE DATE

04-18-02

The name of the Limited Liability Company is **FELIDRY CAT LITTER, LLC** (the "Company").

ARTICLE II. ADDRESS

The Company's mailing address and the street address of its principal office is:
2700 University Boulevard, West, Suite #A-2, Jacksonville, FL, 32217.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by the Company is to carry on and engage in every aspect of any activity or business for profit permitted under the laws of United States and the State of Florida.

ARTICLE IV. DURATION

The Company shall begin its existence on the date these Articles of Organization are subscribed, and the duration of the Company thereafter shall be perpetual unless terminated in accordance with the Company's Operating Agreement or by law.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is **4800 Beach Boulevard, Suite #5, Jacksonville, Duval County, Florida, 32207-4865**, and the name of the Initial Registered Agent at such address is **RONALD W. MAXWELL, ESQUIRE**.

ARTICLE VI. MEMBER'S RIGHT TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business on the death, resignation, retirement, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company will be as provided in the Operating Agreement of the Company.

ARTICLE VII. ADDITIONAL MEMBERS

Additional members may be admitted as provided in the Operating Agreement of the Company.

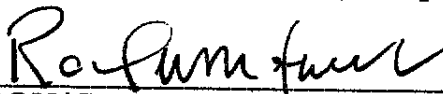
ARTICLE VIII. MANAGEMENT

The Company affairs will be conducted, carried on, and managed by one (1) manager, who will retain such position until removed and replaced by the members of the Company as provided in the Operating Agreement of the Company. The manager will have the obligations and responsibilities described in the Operating Agreement of the Company. The name of the Initial Manager is **T. EDWARD McCLAMMA** and his address is **2700 University Boulevard, West, Suite #A-2, Jacksonville, FL, 32217**. The Manager will serve in that capacity until removed by the members or until his successor is duly elected and qualified.

ARTICLE IX. OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company will be vested in the members of the Company.

The undersigned, for the purpose of forming a Limited Liability Company pursuant to Chapter 608, **Florida Statutes**, has signed and acknowledged the Articles of Organization at Jacksonville, Duval County, Florida, this 18 day of April, 2002.

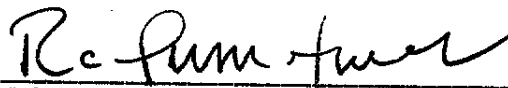


RONALD W. MAXWELL
Authorized Representative

ACCEPTANCE OF RESIDENT AGENT

I, **RONALD W. MAXWELL**, having been named to accept the service of process for the Limited Liability Company named above, at the place designated therein, accept the appointment as Registered Agent and agree to act in that 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 Resident Agent.

DATED in Jacksonville, Duval County, Florida, this 18 day of April, 2002.



RONALD W. MAXWELL


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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, appeared **RONALD W. MAXWELL**, personally known to me to be the person described as Authorized Representative and Registered Agent in and who executed the foregoing Articles of Organization, and after having taken an oath, acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 18th day of April, A. D., 2002.


CHERYL U. RICHARDSON
Notary Public, State of Florida at Large.
My Commission Expires:




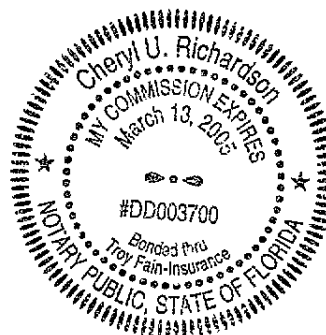
STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, appeared **RONALD W. MAXWELL**, personally known to me to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation, and after having taken an oath, acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 18th day of April, A. D., 2002.


CHERYL U. RICHARDSON
Notary Public, State of Florida at Large.
My Commission Expires:



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