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ROBERT A. WHITE, P.A.

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FILED

02 OCT -7 PM 12: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBERT A. WHITE

BOARD CERTIFIED REAL PROPERTY LAWYER

E-MAIL: bobwhite@gate.net

October 4, 2002

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

AL

600008230746--7

-10/07/02--01030--010

****155.00 ****155.00

Re: PETCO Enterprises, LLC

Gentlemen:

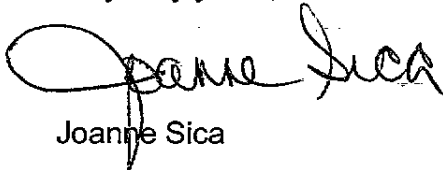
Enclosed herewith please find the following relative to the above-named limited liability company

1. Original and one copy of the Articles of Organization
2. Our check in the amount of \$155.00 representing payment of the following fees and costs:

Filing fee	\$100.00
Designation of Agent	25.00
Certified Copy	30.00

Please return a copy of the filed Articles of Organization via Federal Express using the enclosed airbill and envelope. Thank you.

Very truly yours,



Joanne Sica

Enclosures

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

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ARTICLE I - NAME:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the Limited Liability Company is: **PETCO ENTERPRISES, LLC**

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is: **1401 University Drive, Suite 607, Coral Springs, Florida 33071**

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Name

Address

FRANK PETRAGLIA

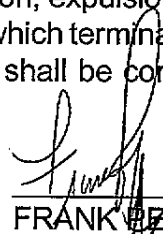
**1401 University Drive, Suite 607
Coral Springs, Florida 33071**

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the member to admit additional members and the terms and conditions of the admissions shall be conditioned upon the unanimous consent of the members.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be conditioned upon the unanimous consent of the members.



FRANK PETRAGLIA
Subscriber and Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF SECTION 608.451, F.L.A.C. 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **PETCO ENTERPRISES, LLC**
2. The name and the Florida street address of the registered agent are:

ROBERT A. WHITE, P.A.
1401 University Drive
Suite 600
Coral Springs, Florida 33071

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

By: 

Robert A. White