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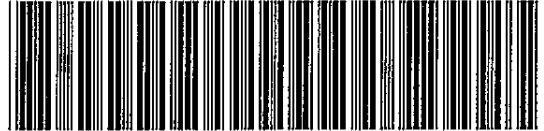
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CORPORATION SERVICE COMPANY™

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ACCOUNT NO. : 072100000032

REFERENCE : 298145 7231962

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

ORDER DATE : October 28, 2003

ORDER TIME : 1:02 PM

ORDER NO. : 298145-005

CUSTOMER NO: 7231962

CUSTOMER: Thomas E. Runyan, Esq.
The Kozlowski Law Firm, P.a.

Suite 208
927 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: THE PET SPA MIAMI BEACH,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF THE PET SPA MIAMI BEACH, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be THE PET SPA MIAMI BEACH, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be:

1800 Purdy Avenue, #1809
Miami Beach, FL 33139

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

Eduardo Martinez
1800 Purdy Avenue, #1809
Miami Beach, FL 33139

ARTICLE V -- MANAGEMENT

The company shall be managed by its members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the member of the company are:

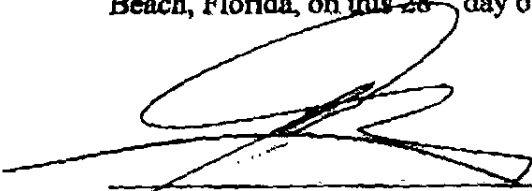
Mark Little
1800 Purdy Avenue, #1809
Miami Beach, FL 33139

Eduardo Martinez
1800 Purdy Avenue, #1809
Miami Beach, FL 33139

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TALLAHASSEE, FLORIDA

Articles of Organization
The Pet Spa Miami Beach, LLC

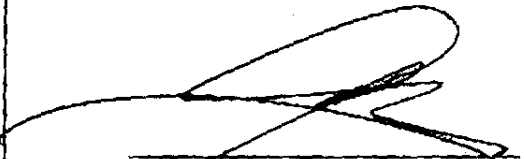
The undersigned organizer has made and subscribed these articles of organization at Miami Beach, Florida, on this 28th day of October, 2003.

A handwritten signature in black ink, appearing to read 'Eduardo Martinez', written over a horizontal line.

Eduardo Martinez

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of THE PET SPA MIAMI BEACH, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Eduardo Martinez
1800 Purdy Avenue, #1809
Miami Beach, FL 33139
Registered Agent