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LIMITED LIABILITY COMPANY

PLANET OF THE PETS, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
PLANET OF THE PETS, L.L.C.**

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

ARTICLE I - NAME

The name of the limited liability company shall be **PLANET OF THE PETS, L.L.C.**("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the initial principal office of the Company shall be **6597 Nicholas Blvd., #301, Naples, FL 34108.**

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 or in the Company's operating agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are **John Clapper, III, 850 Park Shore Drive, Suite 300, Naples, Florida 34103.**

ARTICLE V - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's Operating Agreement.

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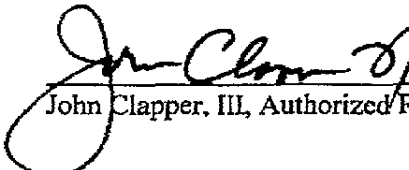
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ARTICLE VI - MANAGEMENT

The Company shall be managed by a Manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. This Operating Agreement 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 initial Manager of the Company is:

Anthony J. Pezzulo
6597 Nicholas Blvd., #301
Naples, FL 34108


John Clapper, III, Authorized Representative


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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **PLANET OF THE PETS, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company as 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 duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: October 30, 2003


JOHN CLAPPER, III

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