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05 MAR -2 PM 1:37
TALLAHASSEE, FLORIDA

KLUGER, PERETZ, KAPLAN & BERLIN P.L.



Reply to:
Mirna Hormechea
Direct Dial (305) 341-3044
Email: mhormechea@kpkb.com

March 1, 2005

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Pet Pharma, LLC – Articles of Dissolution

Dear Sir or Madam:

Attached with this letter you will find the following:

- 1- Articles of Dissolution for Pet Pharma, LLC;
- 2- Unanimous Written Consent in Lieu of Special Meeting; and
- 3- Check in the amount of \$55.00 (covers filing fee and a certified copy).

Also, I have enclosed a self-addressed stamped envelope for your convenience. Thanking you in advance for your assistance in this matter. Do not hesitate to contact me if you should require additional information.

Sincerely,

KLUGER, PERETZ, KAPLAN & BERLIN, P.L.

Mirna Hormechea
Paralegal

MH
Enclosures

cc: Jena Rissman Atlass, Esq. (w/o enc.)

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TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
FOR
PET PHARMA, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the limited liability company is Pet Pharma, LLC, hereinafter referred to as the "Company".

2. The effective date of the Company's dissolution is immediately upon filing.

3. Dissolution was unanimously approved by written consent of all the members of the Company in accordance with the Unanimous Written Consent in Lieu of Special Meeting attached hereto as **Exhibit 1**.

4. All debts, obligations and liabilities of the Company have been paid or discharged.

5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

6. There are no suits pending against the Company in any court.

Dated this 18 day of February, 2005.

Signatures of the Managing Member required for dissolution.


Stephen Chakoff
Managing Member

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT IN LIEU OF
SPECIAL MEETING
OF
MEMBERS OF
PET PHARMA, LLC**

THE UNDERSIGNED, being all of the Members of Pet Pharma, LLC, a Florida limited liability company (the "Company"), do hereby unanimously consent to the following actions taken and done this 18 day of February, 2005, in lieu of the Special Meeting of Members under the provisions of the Florida Limited Liability Company Act and the Regulations of the Company:

WHEREAS, on or about January 5, 2005, Barry A. Goldberg withdrew as a member of the Company and resigned as a manager and officer of the Company in accordance with the terms of the letter attached hereto as **Exhibit A**;

WHEREAS, the remaining Members of the Company, following Mr. Goldberg's withdrawal, approved the following resolutions:

RESOLVED, that in accordance with the provisions of Section 608.441(c), Florida Statutes, the undersigned, being all of the Members of the Company, do hereby consent to the dissolution of the Company forthwith.

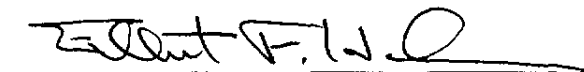
RESOLVED, that any one of the Managing Members of the Company, acting alone, is authorized to execute and file Articles of Dissolution with the Secretary of State for the State of Florida in the form required by Section 608.445, Florida Statutes, and to obtain a Certificate of Dissolution from the Secretary of State.

RESOLVED, that each of the Members of the Company shall cooperate and execute all documents necessary to effectuate the provisions of these resolutions

DATED, this 18 day of February, 2005.

MEMBERS:


Stephen Chakoff


Elliot F. Hahn Ph.D.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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