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SHERI E. NOTT, P.A.

Attorney at Law

401 East Las Olas Boulevard
Suite 1400
Ft. Lauderdale, Florida 33301

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E-mail: sheri.nott@khamiami.com

July 21, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

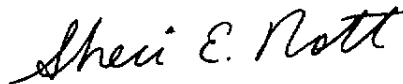
To Whom It May Concern:

Enclosed please find for filing the original Articles of Incorporation for 1-800-MASCOTS, LLC with two copies, as well as the original Acceptance of Registered Agent with two copies.

In addition, enclosed please find for filing the original Articles of Incorporation for Healthy's Hut, LLC with two copies, as well as the original Acceptance of Registered Agent with two copies.

I have enclosed a check in the amount of \$250.00 payable to the Florida Department of State for the required filing fees and registered agent fees for both entities. If you have any questions, please do not hesitate to call or write me at the address listed above.

Sincerely,



Sheri E. Nott

Enclosures

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ARTICLES OF ORGANIZATION

for

1-800-MASCOTS, LLC

A Florida Limited Liability Company

Article I – Name

The name of the limited liability company is:

1-800-MASCOTS, LLC

Article II – Address

The mailing address and street address of the principal office of the limited liability company is:

401 East Las Olas Boulevard, Suite 1400
Fort Lauderdale, Florida 33301

Article III – Duration

The period of duration for the limited liability company is:

Perpetual

Article IV – Management

The limited liability company is a manager-managed company.

Article V – Initial Registered Agent and Office

The name of the initial registered agent and the Florida street address of the initial registered office is:

Sheri E. Nott
401 East Las Olas Boulevard, Suite 1400
Fort Lauderdale, Florida 33301



Signature of Shawn David Hamilton, Member

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is :

1-800-MASCOTS, LLC

2. The name and the Florida street address of the registered agent are;

Sheri E. Nott
401 East Las Olas Boulevard, Suite 1400
Fort Lauderdale, Florida 33301

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: *Sheri E. Nott*
Sheri E. Nott

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