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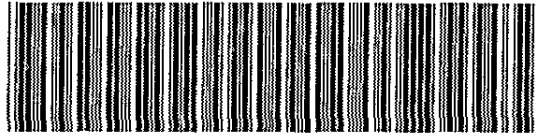
(Business Entity Name)

(Document Number)

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07 JAN 10 AM 9 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SARAGA & LIPSHY, P.A.
COUNSELORS AT LAW

January 9, 2007

Via Fedex

Registration Department
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: WHOLE EARTH PETS, LLC

Dear Sir/Madam:

Attached please find Articles of Organization for the referenced LLC. Also find attached our check in the amount of \$125.00 representing the filing fee (\$100.00) and registered agent fee (\$25.00).

Enclosed please find our self-addressed Federal Express envelope so that you can return the filing. Thank you.

Sincerely yours,



Mirtha V. Kayne
Legal Assistant

Enclosures

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

OF

WHOLE EARTH PETS, LLC

ARTICLE I - Name

The name of the Limited Liability Company is **WHOLE EARTH PETS, LLC**
(hereinafter the "**Company**").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is:

5030 Champion Blvd.
Boca Raton, Florida 33496

ARTICLE III - Duration

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management

The Company is to be managed by the members, as set forth below ("**Members**") and the name and address of each Member is as follows:

Howard Ratner
3287 N.W. 53rd Circle
Boca Raton, Florida 33496

Andrew Turkell
204 Seabreeze Avenue
Delray Beach, Florida 33483

Anthony L. Krawitz
15828 Corintha Terrace
Delray Beach, Florida 33446

ARTICLE V - Admission of Additional Members

The right, if given, of the Members to admit additional members and the terms and conditions of the admissions shall be governed by the Operating Agreement adopted by the Members.

ARTICLE VI – Members’ Rights to Continue Business

The right, if given, of the remaining Members of the 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 governed by the operating agreement adopted by the Members.

ARTICLE VII - Limitation on Agency Authority of Members

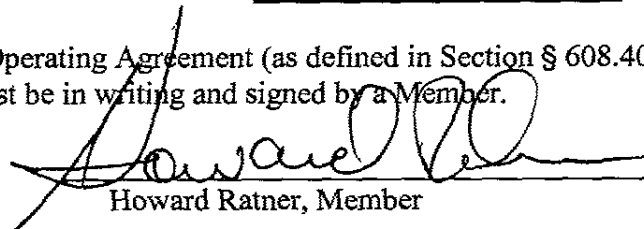
Pursuant to Section 608.424 of the Florida Limited Liability Company Act, (hereinafter the “**Act**”) no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII - Indemnification

The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, for any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Members of the Company shall have the sole and exclusive discretion, on such terms and conditions as they shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a managing member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE IX - Regulations

Any Operating Agreement (as defined in Section § 608.402(13) of the Act, relating to this Company must be in writing and signed by a Member.


Howard Ratner, Member

Signature of a member or authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

WHOLE EARTH PETS, LLC

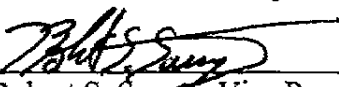
2. The name and address of the registered agent and office is:

SLPA, INC.
201 N.E. FIRST AVENUE
DELRAY BEACH, FLORIDA 33444
Telephone 561-330-0660
Facsimile 561-330-0610

FILED
07 JAN 10 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.

SLPA, INC., a Florida corporation

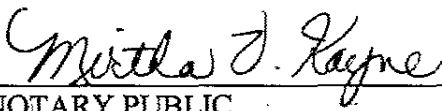
By: 
Robert S. Saraga, Vice President

January 8, 2007
Date

STATE OF FLORIDA }
 } ss
COUNTY OF PALM BEACH }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT S. SARAGA, as Vice-President of SLPA, Inc., a Florida corporation, on behalf of the corporation (x) who is personally known to me () or who did furnish a Florida Driver's License for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of January, 2007.


NOTARY PUBLIC
Notary Public State of Florida
Mirtha V Kayne
My Commission DD497420
Expires 01/03/2010