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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SANDY'S FANCY PETS, L.L.C.

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ARTICLES OF ORGANIZATION OF SANDY'S FANCY PETS, L.L.C.

The undersigned, for the purposes 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 is **SANDY'S FANCY PETS, L.L.C.**

ARTICLE II

Term of Existence

This limited liability company shall have perpetual existence commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE III

Initial Principal Office

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

1315 St. Lucie West Boulevard
Suite 101
Port St. Lucie, FL 34986

The members may from time to time, change the street and post office address of the company, as well as the location of its principal office.

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Articles of Organization of **SANDY'S FANCY PETS, L.L.C.**

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ARTICLE IV***Registered Agent, Registered Office and Registered Agent's Signature***

The name and Florida street address of the registered agent are:

E. Rollins Brown II, Esq.
Brown & Brown, L.L.P.
1626 90th Avenue
Vero Beach, Florida 32966

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 as provided in Chapter 608, F.S.

Signed:


E. Rollins Brown II, Esq.

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ARTICLE V***Additional Members***

The members have the rights to admit additional members upon written consent by a majority of the members as to the admission of an additional member.

ARTICLE VI***Continuation of Business***

The remaining members of the limited liability company have the right to continue the business upon the dissociation of a member or the occurrence of any event which terminates the continued membership of a member in the limited liability company.

ARTICLE VII***Management***

The limited liability company is to be managed by one or more members and is, therefore, a member-managed company.

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Articles of Organization of **SANDY'S FANCY PETS, L.L.C.**

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ARTICLE VII*Amendment*

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or an amendment thereto, in the manner provided by law.

ARTICLE IX*Operating Agreement*

This limited liability company and its members are governed by an Operating Agreement which has been executed and is located at the principal place of business.

ARTICLE X*Nature of Business*

This limited liability company is formed for the primary business of *operating a Pet Store*; however, from time to time the company may engage in other business activities or may change its primary business purpose upon a vote by its members.

ARTICLE XI*Initial Members*

The initial members of this limited liability company are:

Sandra Frigault
1315 St. Lucie West Boulevard
Suite 101
Port St. Lucie, FL 34986

Alex Frigault
1315 St. Lucie West Boulevard
Suite 101
Port St. Lucie, FL 34986

Jeffrey Frigault
1315 St. Lucie West Boulevard
Suite 101
Port St. Lucie, FL 34986

Lisa Frigault
1315 St. Lucie West Boulevard
Suite 101
Port St. Lucie, FL 34986

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(In accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signed:


E. Rollins Brown II, ESQ., Authorized Representative of Member(s)

Date:

May 22, 2007

These Articles of Organization prepared by E. Rollins Brown II of Brown & Brown, L.L.P., Vero Beach, FL on May 22, 2007.

E. ROLLINS BROWN II, ESQ.

BROWN & BROWN, L.L.P.

1626 90TH AVENUE

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