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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*L.L.M. in Taxation  
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\*\*Also admitted in Ohio  
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\*\*\*\*Also admitted in Kentucky  
and Missouri

October 31, 2007

Secretary of State  
Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: PetClub, LLC  
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the formation of the above limited liability company, we have enclosed the following:

1. Two signed originals of the Articles of Organization of PetClub, LLC, including the signed acceptance of the registered agent.
2. A check in the amount of \$125.00, payable to the Department of State, to cover the \$100.00 filing fee and the \$25.00 fee for designation of registered agent.

Please endorse your approval on the Articles of Organization and return one of the docketed originals to me at your earliest convenience.

Please contact me if you have any questions or need additional information.

Sincerely,

  
Jeffrey M. Koltun

JMK:ab  
Enclosures

cc: Mr. J Lawrence Oliphant

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2007 NOV -5 P 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
PETCLUB, LLC**

The undersigned authorized representative, acting pursuant to Chapter 608, *Florida Statutes*, hereby forms a limited liability company in accordance with the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

**ARTICLE I - NAME OF THE LIMITED LIABILITY COMPANY**

The name of the Limited Liability Company is PETCLUB, LLC.

**ARTICLE II - PERIOD OF DURATION; EFFECTIVE DATE**

The Limited Liability Company shall exist perpetually, commencing on the date and time of filing of these Articles of Organization, as evidenced by the Florida Department of State's date and time endorsement.

**ARTICLE III - MAILING ADDRESS AND STREET ADDRESS OF  
THE PRINCIPAL OFFICE OF THE LIMITED LIABILITY COMPANY**

The mailing address of the Limited Liability Company is 221 Minnehaha Road, Maitland, Florida 32751, and the street address of the principal office of the Limited Liability Company is 221 Minnehaha Road, Maitland, Florida 32751.

**ARTICLE IV - NAME AND STREET ADDRESS OF  
INITIAL REGISTERED AGENT**

The name of the initial registered agent of the Limited Liability Company is Jeffrey M. Koltun. The street address of the initial registered agent is 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

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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, 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 for in Chapter 608, *Florida Statutes*.

  
Jeffrey M. Koltun

#### **ARTICLE V - MANAGEMENT**

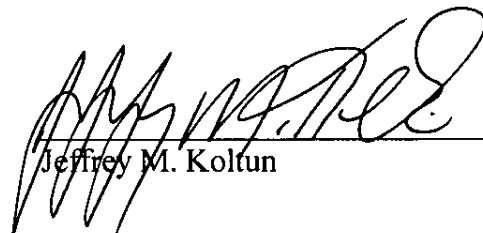
The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the sole manager of the Limited Liability Company is as follows:

<u>Name</u>	<u>Address</u>
J Lawrence Oliphant	221 Minnehaha Road Maitland, Florida 32751

#### **ARTICLE VI - PURPOSE**

The Limited Liability Company is organized for the purpose of transacting any or all lawful business for which limited liability companies may be organized under Chapter 608 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization on October 31, 2007.

  
Jeffrey M. Koltun