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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

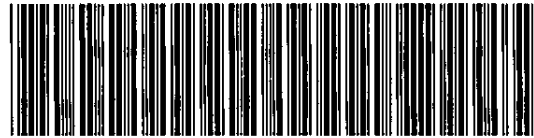
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Crane

Group Companies™

VIA FEDERAL EXPRESS

October 25, 2016

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Pet Paradise-Mooresville, LLC
Pet Paradise-Wilmington, LLC

To Whom It May Concern:

The enclosed Articles of Organization and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following:

Kimberly A. Tracey
The Crane Group Companies Limited
330 W. Spring Street, Suite 200
Columbus, OH 43215
(614) 754-3000
ktracey@cranegroup.com

For further information concerning this matter, please call:

William L. Joel, Esq. at (904) 363-3330

Also enclosed is a check in the amount of \$250.00 made payable to the Florida Department of State to cover both filing fees. Thank you in advance for your assistance in this matter.

Sincerely,

Kimberly A. Tracey
Legal Assistant

cc: William L. Joel, Esq.
Christine A. Murry, Esq.

Passion within. Innovation throughout.™

**ARTICLES OF ORGANIZATION
OF
PET PARADISE-MOORESVILLE, LLC**

The undersigned, an authorized representative of a prospective member, desiring to form a limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I – NAME

The name of the limited liability company is Pet Paradise-Mooresville, LLC (the "Company").

ARTICLE II – ADDRESS

The street and mailing address of the Company's principal office are:

5130 University Boulevard West
Jacksonville, Florida 32216

ARTICLE III – PURPOSE

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The Company (i) designates 5130 University Boulevard West, Jacksonville, Florida 32216 as the street address of the Company's registered office and (ii) names William L. Joel, Esq. as the Company's registered agent at that address.

ARTICLE V – MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 605.04074, Florida Statutes, 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.

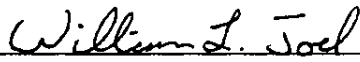
ARTICLE VI – INDEMNIFICATION

The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager, member or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager, member or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance reasonable indemnification expenses (including attorneys' fees and costs) for actions taken in the capacity of such person as a

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STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DUCHEMIN

manager, member or officer within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this 25th day of October, 2016.



William L. Joel, Esq.,
Authorized Representative

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WILLIAM L. JOEL, ESQ.
AUTHORIZED REPRESENTATIVE

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: October 25, 2016

William L. Joel
William L. Joel, Esq.

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3822 W. BAYVIEW BLVD
SUITE 100
MIAMI, FL 33149