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FOREIGN LIMITED LIABILITY COMPANY

TRI-DB PETS II LLC

Certificate of Status	1
Certified Copy	1
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.13, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. TRIBE PETS II LLC
(Name of foreign limited liability company)

2. DELAWARE 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. 04/22/2004 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.135, F.S.)

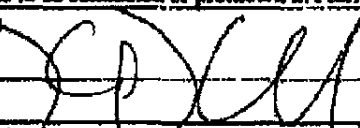
7. 12121 WILSHIRE BLVD., SUITE 200
LOS ANGELES CA 90025
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and total business addresses of the managing members or managers are as follows:
TRIBE PETS LLC 12121 WILSHIRE BLVD., SUITE 200 LOS ANGELES CA 90025

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:
OWN AND LEASE REAL ESTATE


Signature of a member or an authorized representative of a member.
(In accordance with section 608.40(3), F.S., the execution of this document constitutes an admission under the penalty of perjury that the facts stated herein are true.)
KEVIN KASSEF
Typed or printed name of signor

2004 JUL 7 A 08:28
STATE OF FLORIDA
DEPARTMENT OF REVENUE

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

TRI-DB PETS II LLC

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

National Corporate Research, Ltd., Inc.

(Name)

103 N. Meridian Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FL

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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, F.S.

Richard Arthur
(Signature), *Richard Arthur, Asst. Secretary*

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

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Delaware

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The First State

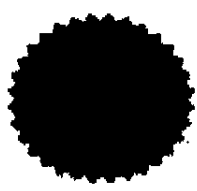
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRI-DB PETS II LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRI-DB PETS II LLC" WAS FORMED ON THE THIRTIETH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

RECORDED
DELAWARE
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SECRET



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3212484
DATE: 07-03-04

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