



**LAW OFFICES OF
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AREAS OF PRACTICE:

Wills, Estates, Estate Planning,
Real Property Law, Taxation,
Corporate and Business Law

CYNTHIA CROFOOT RIGNANESE

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REPLY TO:

PO Box 7604, Winter Haven, FL 33883-7604
Tel: (863) 294-1114 Fax: (863) 294-8937

PO00000000266

December 20, 1999

Mrs. Katherine Harris
Secretary of State
The Capitol
Tallahassee, Florida 32304

EFFECTIVE DATE

01-03-00

RE: RED PET, INC.

700003081937--2
-12/28/99--01001--012
*****78.75 *****78.75

Dear Mrs. Harris:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

The client's check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Form	<u>35.00</u>
Total	\$ 78.75

Please note the delayed effective date in Article II of the Articles of Incorporation.

Thank you for your cooperation in this matter.

Sincerely yours,

CYNTHIA CROFOOT RIGNANESE, ESQUIRE

CCR/rh

Enclosures

EFFECTIVE DATE

01-03-00

FILED
99 DEC 27 PM 12:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
RED PET, INC.
(a corporation for profit)

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is RED PET, INC.

ARTICLE II

DURATION

This corporation shall have perpetual duration. The corporate existence shall begin on *January 3, 2000*.

ARTICLE III

PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "common shares". Said stock shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V

PRINCIPAL OFFICE

The address of the principal office is 12784 Tulipwood Circle, Boca Raton, Florida 33428, and the mailing address of the corporation shall initially be 12784 Tulipwood Circle, Boca Raton, Florida 33428.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 12784 Tulipwood Circle, Boca Raton, Florida 33428, and the name of its initial registered agent at that office is ALLEN D. HERTZ.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a secretary and a treasurer, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President	ALLEN D. HERTZ 12784 Tulipwood Circle Boca Raton, Florida 33428
Secretary	KIM NELSON 12784 Tulipwood Circle Boca Raton, Florida 33428
Treasurer	ALLEN D. HERTZ 12784 Tulipwood Circle Boca Raton, Florida 33428.

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be two. The number of directors

may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

ALLEN D. HERTZ
12784 Tulipwood Circle
Boca Raton, Florida 33428

KIM NELSON
12784 Tulipwood Circle
Boca Raton, Florida 33428.

ARTICLE XI **NAME AND ADDRESSES OF INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

ALLEN D. HERTZ
12784 Tulipwood Circle
Boca Raton, Florida 33428.

ARTICLE XII **BYLAWS**

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII **MEETINGS OF THE SHAREHOLDERS**

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV **QUORUM AT SHAREHOLDERS' MEETING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the

shareholders of the corporation.

ARTICLE XV
AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 02 day of DECEMBER, 1999.

Signed, sealed and delivered
in the presence of:

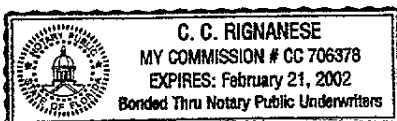
Kim M. Nelson
Witness
Kim M. Nelson
Printed Name

Cynthia Crofoot Rignanes
Witness
Cynthia Crofoot Rignanes
Printed Name

Allen D. Hertz
Allen D. Hertz,
as Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 2nd day of December, 1999, by ALLEN D. HERTZ, who personally appeared before me, is personally known to me, or who has produced Florida Driver's License as identification.



Cynthia Crofoot Rignanes
Printed Name: CYNTHIA CROFOOT RIGNANES
Notary Public/affix notarial seal
My Commission Expires: 2-21-2002
My Commission Number: CC 706378

RED PET, INC.
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent, and state that I am familiar with, and accept, the obligations provided for registered agents in the Florida Business Corporation Act.

Dated: December 02, 1999.



ALLEN D. HERTZ

FILED
99 DEC 27 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA