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Date 1/11/00

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: PET FANCIES, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 78.75

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

x Sandra D. Frigaault
(individual's name)
SANDRA D. FRIGAULT

PET FANCIES, INC.
(name of corporation)

FILED
00 JAN 13 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS OF CORPORATION		
1315 St. Lucie West Blvd.		
Port St. Lucie, FL 34986		
PHONE		
(561)	879-2429	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

PET FANCIES, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

PET FANCIES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing adress of the corporation is:

NAME	<u>PET FANCIES, INC.</u>		
ADDRESS	<u>1315 St. Lucie West Blvd.</u>		
CITY	<u>Port St. Lucie</u>	FLORIDA	ZIP <u>34986</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Sandra D. Frigault</u>		
ADDRESS	<u>1315 St. Lucie West Blvd.</u>		
CITY	<u>Port St. Lucie</u>	FLORIDA	ZIP <u>34986</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Sandra D. Frigault</u>		
ADDRESS	<u>1315 St. Lucie West Blvd.</u>		
CITY	<u>Port St. Lucie</u>	STATE <u>Florida</u>	ZIP <u>34986</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Sandra D. Frigault		
ADDRESS	1315 St. Lucie West Blvd.		
CITY	Port St. Lucie	STATE	Florida ZIP 34986
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 10 day of JAN, 2000



_____(Seal)
 _____(Seal)
 _____(Seal)

STATE OF FLORIDA)
 COUNTY OF ST. LUCIE) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

+ Sandra D. Frigault
 Signature

F 624-784-40-968-0
 Form of Identification

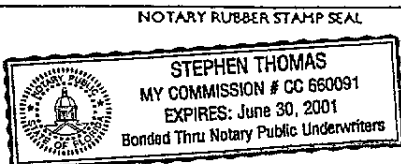
 Signature

 Form of Identification

 Signature

 Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath (was)(was not) taken.



Witness my hand and official seal in the County and State last aforesaid this 10 day of JAN, 2000

Stephen Thomas
 Notary Signature
STEPHEN THOMAS
 Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

PET FANCIES, INC.

(name of corporation)

FILED
00 JAN 13 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1315 St. Lucie West Blvd.

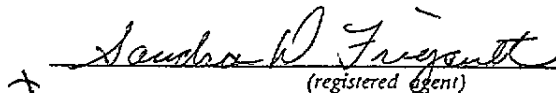
Port St. Lucie, FL 34986

has named Sandra D. Frigault

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

Sandra D. Frigault