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FLORIDA PROFIT CORPORATION OR P.A.

PALM BEACH PETS, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
PALM BEACH PETS, INC.**

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is PALM BEACH PETS, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Corporation shall be:

256 Worth Avenue
Via Gucci
Palm Beach, FL 33480

ARTICLE III

CAPITAL STOCK

William Gerstein
Gerstein & Gerstein Attorneys at Law
1300 North Federal Highway, Suite 203
Boca Raton, FL 33432
(561) 362-7744
FL Bar# 0061141

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The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, each share having no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be Law Office of William Gerstein, 1300 North Federal Highway, Suite 203, Boca Raton, Florida 33432 and the initial registered agent for the Corporation at that address shall be William Gerstein.

ARTICLE V

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William Gerstein	1300 North Federal Highway, Suite 203 Boca Raton, FL 33432

ARTICLE VI

DIRECTORS

The following persons are designated to constitute the Board of Directors of the Corporation, to hold office for the ensuing year and until a successor is or successors are chosen and qualified:

ERIC LIEBERMAN
256 Worth Avenue
Via Gucci
Palm Beach, FL 33480

CHRISTINE LIEBERMAN
256 Worth Avenue

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Via Gucci
Palm Beach, FL 33480

ARTICLE VII

OFFICERS

The following persons are appointed to the offices set opposite their respective names, to serve for one year and until their successors are chosen and qualify:

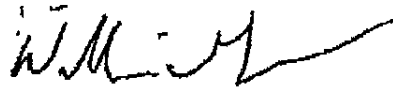
ERIC LIEBERMAN - PRESIDENT, SECRETARY & TREASURER

256 Worth Avenue
Via Gucci
Palm Beach, FL 33480

CHRISTINE LIEBERMAN - VICE PRESIDENT

256 Worth Avenue
Via Gucci
Palm Beach, FL 33480

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of February, 2000.



William Gerstein

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for PALM BEACH PETS, INC. at the place designated in the Articles of Incorporation, 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.

DATE: February 24, 2000



William Gerstein

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