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P.O. BOX 2497
LARGO, FL 33779-2497

LAW OFFICE
MARGOT PEQUIGNOT, P.A.

164 8th AVENUE S.W.
LARGO, FL 33770

(727) 518-7330
FAX (727) 518-6330

April 24, 2000

Florida Department of State
Division of Corporations
ATTN: CORPORATE RECORDS
409 East Gaines Street
Tallahassee, FL 32399

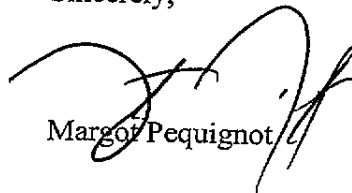
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*****78.75 *****78.75

Re: *Pet of My Heart, Inc.*

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation. Also enclosed is the registered agent form and my firm check in the amount of \$78.75 to cover the \$35.00 filing fee, \$35.00 registered agent designation fee and \$8.85 certification fee. Please return the Articles of Incorporation to Margot Pequignot, P.A., P.O. Box 2497, Largo, FL 33779-2497. If you have any questions, please do not hesitate to contact me.

Sincerely,


Margot Pequignot

MP/mk
enclosures
corporations.ltr

FILED
00 APR 26 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-27
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ARTICLES OF INCORPORATION

OF

PET OF MY HEART, INC.

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00 APR 26 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is: Pet of My Heart, Inc.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 10,000 shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE V
Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Principal Office of Corporation

The principal office and mailing address of this corporation is 164 8th Avenue S.W., Largo, FL 33770, which is the same address as the registered office.

ARTICLE VII
Initial Registered Office of Agent

The name and address of the initial registered agent of this corporation is Margot Pequignot, Esquire, 164 8th Avenue S.W., Largo, FL 33770.

ARTICLE VIII
Initial Board of Directors and Officers

This corporation shall have one (1) director and/or officer initially. The number of directors and/or officers 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 directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Offices</u>
Kathleen A. Mortensen	221 Howard Drive Belleair Beach, FL 33786	President/ Director

ARTICLE IX
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Margot Pequignot	164 8 th Avenue S.W. Largo, FL 33770

ARTICLE X
By-Laws

The power to adopt, alter, amend, or revise By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XIII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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



Margot Pequignot
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements this State and County set forth above, personally appeared MARGOT PEQUIGNOT, who is personally known to me and who is known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of April, 2000.



Notary Public



**CERTIFICATE OF DESIGNATION/
ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

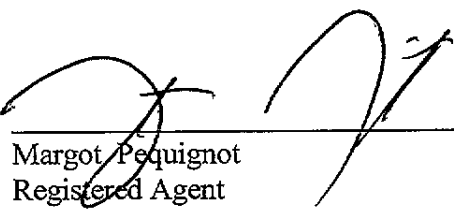
1. The name of the corporation is: Pet of My Heart, Inc.
2. The name and address of the registered agent and office are:

Margot Pequignot, Esquire
164 8th Avenue S. W.
Largo, FL 33770

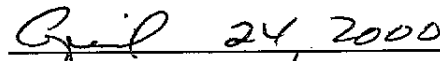
FILED
00 APR 26 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Margot Pequignot
Registered Agent



Date