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May 23, 2000

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

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-05/25/00--01072--005
*****78.75 *****78.75

Re: SuncoastPet.com, Inc.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$78.75 to cover the following fees:

\$35.00 - Filing Fee
8.75 - One Certified Copy
35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgment to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.

April A. Haley
April A. Haley
Corporate Legal Assistant

FILED
MAY 25 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CG
4-5-00

Articles of Incorporation

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

SuncoastPet.com, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3517 Longmeadow, Sarasota, FL 34235

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **1,000**

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Calin Dan BELTEAG

3517 Longmeadow, Sarasota, FL 34235

ARTICLE V: INCORPORATOR(S)

The name(s) and street addresses of the incorporator(s) to these Articles of Incorporation is (are):

Calin Dan BELTEAG, 3517 Longmeadow, Sarasota, FL 34235

Gregg C. JOSEY, 1011 Francesca Ct, Punta Gorda, FL 33950

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this **23rd** day of **May, 2000**

Signature



FILED
MAY 25 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature Aleg C. Josey

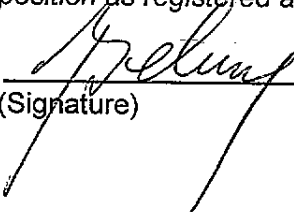
**Certificate of Designation of
Registered Agent/Registered Office**

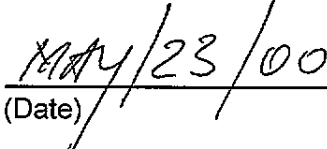
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **SuncoastPet.com, Inc.**
2. The name and address of the registered agent and office is:

Calin Dan BELTEAG
3517 Longmeadow, Sarasota, FL 34235

*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 obligations of my
position as registered agent.*


(Signature)


(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA