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R. Gregory Colvin, P.A.
Attorneys and Counselors at Law



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June 30, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Whiskers & Paws Catering, Inc.

Dear Sirs:

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

Enclosed please find the Articles of Incorporation for Whiskers & Paws Catering, Inc. along with our payment for incorporation of same. Please contact this office should there be any problems with the articles. Thank you for your attention to this matter.

Sincerely,

R. Gregory Colvin

RGC/rjh
Encl.

FILED
00 JUL 13 AM 10:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
WHISKERS & PAWS CATERING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be WHISKERS & PAWS CATERING, INC.. The principal place of business of this corporation shall be 2450 Smith Street, Unit F, Kissimmee, Florida, 34744.

ARTICLE II. NATURE OF BUSINESS

This corporation is organized to engage in the business of pet food delivery services and to engage in or transact any and all lawful activities or business permitted under the laws of the United States and the State of Florida or any other state.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered agent of the corporation shall be 2450 Smith Street, Unit F, Kissimmee, Florida, 34744, and the name of the initial registered agent of the corporation at that address is WILLIAM A. LEWIS, IV.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VII. DIRECTORS

This corporation shall have two directors initially. The name and street addresses of the initial members are:

WILLIAM A. LEWIS, IV
2450 Smith Street
Unit F
Kissimmee, Florida 34744

ROMY M. SWIDER
2450 Smith Street
Unit F
Kissimmee, Florida 34744

ARTICLE VIII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President
WILLIAM A. LEWIS, IV
2450 Smith Street
Unit F
Kissimmee, Florida 34744

Vice-President
ROMY SWIDER
2450 Smith Street
Unit F
Kissimmee, Florida 34744

Treasurer
WILLIAM A. LEWIS, IV
2450 Smith Street
Unit F
Kissimmee, Florida 34744

Secretary
ROMY SWIDER
2450 Smith Street
Unit F
Kissimmee, Florida 34744

ARTICLE IX. SHAREHOLDER

The initial shareholders and percentage of shares owned by them are:

50% WILLIAM A. LEWIS, IV
2450 Smith Street
Unit F
Kissimmee, Florida 34744

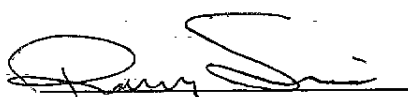
50% ROMY SWIDER
2450 Smith Street
Unit F
Kissimmee, Florida 34744

ARTICLE X. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation

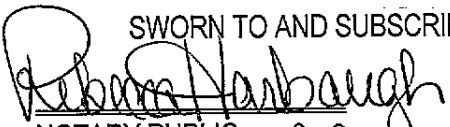
is: ROMY SWIDER
2450 Smith Street
Unit F
Kissimmee, Florida 34744

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 30th day of June, 2000.


ROMY SWIDER

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared ROMY SWIDER, who, after first being duly sworn, deposes and says that he has read the foregoing Articles of Incorporation and has executed it freely and voluntarily.

SWORN TO AND SUBSCRIBED before me this 30th day of June, 2000.

NOTARY PUBLIC CC 75-2443

MY COMMISSION EXPIRES: 6/18/02

ACCEPTANCE OF REGISTERED AGENT

I, WILLIAM A. LEWIS, IV, having been named to act as the Registered Agent to accept service of process for Whiskers & Paws Catering, Inc., designated by the corporation, I accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED THIS 30th day of June, 2000.


WILLIAM A. LEWIS, IV

00 JUL 13 AM 10:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED