

FEHR & FEHR, PLC
ATTORNEYS AT LAW

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POST OFFICE BOX 1553
PENSACOLA, FLORIDA 32597-1553

August 22, 2000

TRANSMITTAL LETTER

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

400003371684--2
-08/24/00--01054--006
*****87.50 *****87.50

Subject: Pet City South, Inc.

Enclosed is an original and one (2) copies of the articles of incorporation of and a check for \$87.50 (filing fee, certified copy and certified Certificate of Status).

Please return copies to the above address, **not the corporation's place of business.**

Very truly yours,

FEHR & ~~FEHR~~, PLC

Bruce C. Fehr

9/8/29

**ARTICLES OF INCORPORATION OF
PET CITY SOUTH, INC.**

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be PET CITY SOUTH, INC.

ARTICLE II PRINCIPAL OFFICE

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

4031 Highway 90
Pace, Florida 32571

ARTICLE III SHARES

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

300 shares of common stock, all of one class and series, with no par value.

ARTICLE IV DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE V INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial officers and directors are as follows:

Roland A. Shotwell, President/Director
4031 Highway 90
Pace, Florida 32571

Charles R. Shotwell, Vice President/Director
4031 Highway 90
Pace, Florida 32571

Jason C. Shotwell, Secretary/Director
4031 Highway 90
Pace, Florida 32571

FILED
AUG 24 AM 11:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL SHAREHOLDERS

The initial shareholders and their shares are as follows:

Roland A. Shotwell:	100 Shares.
Charles R. Shotwell:	100 Shares.
Jason C. Shotwell:	100 Shares.

ARTICLE VII PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

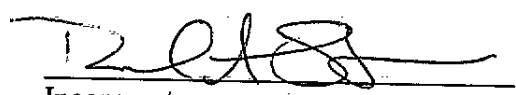
The name and Florida street address of the initial registered agent are:

Roland A. Shotwell
4031 Highway 90
Pace, Florida 32571

ARTICLE IX INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

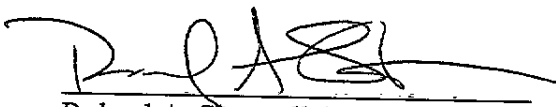
Roland A. Shotwell
4031 Highway 90
Pace, Florida 32571


Incorporator

22 Aug 00
Date

ACCEPTANCE OF REGISTERED AGENT

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.


Roland A. Shotwell, Registered Agent
4031 Highway 90
Pace, Florida 32571

22 Aug 00
Date