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Genie H. Rothman, P.A.
Attorney at Law

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(561) 338-6543 - Fax (561) 362-5678

FILED
00 SEP 26 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 25, 2000

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32301

700003405137--8
-09/26/00--01089--010
*****78.75 *****78.75

Attn: Wanda Cunningham

Re: NETPETCARE, INC.

Dear Ms. Cunningham:

Pursuant to our conversation today, enclosed please find an original and one copy of Articles of Incorporation which I would appreciate your filing. A check in the amount of \$78.75 is enclosed for the filing fee and certified copy of the said Articles. An Airborne Express Next Day Delivery envelope is also enclosed for your convenience in returning the certified copy of the filed Articles to me.

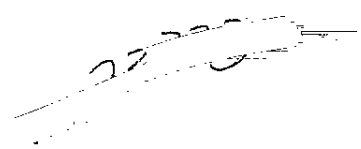
Thank you for your attention to the foregoing.

Very truly yours,



Jason R. Bragg
Legal Assistant to Genie Holcombe Rothman

JRB
Enclosures



9-27
WCB

ARTICLES OF INCORPORATION
OF
NETPETCARE, INC.

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Article I - Name and Address

The name of this corporation is NETPETCARE, INC. with its principal address as 5606 Wellesley Park Drive, #102, Boca Raton, Florida 33433.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose and Powers

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description. The corporation shall have all of the powers authorized under applicable law.

Article IV - Shares of Stock

The corporation is authorized to issue Twenty Million (20,000,000) shares of common stock with no par value.

Article V - Initial Registered Office and Agent

The street address of initial registered office of this corporation is Genie H. Rothman, P.A., 299 Camino Gardens, Ste. 204, Boca Raton, FL 33432 and the name of the initial registered agent of this corporation at that address is GENIE HOLCOMBE ROTHMAN, ESQUIRE.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Jeremy M. Brooks
5606 Wellesley Park Drive, #102
Boca Raton, FL 33433

Article VII - Incorporators


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

Jeremy M. Brooks
5606 Wellesley Park Drive, #102
Boca Raton, FL 33433

Article VIII - Amendment

This corporation reserves the right to amend or repeal any provisions 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 subscriber has executed these Articles of Incorporation, this 25 day of September, 2000.




JEREMY M. BROOKS

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JEREMY M. BROOKS who is personally known to me or who has produced as identification DRIVERS LICENSE and who did execute the foregoing Articles of Incorporation, and they acknowledged before me that he 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 the 25 day of September, 2000.

 Jan M Gould
My Commission CC743113
Expires May 17, 2002

Jan M. Gould
(Signature of Notary)

JAN M. GOULD
(Printed Name of Notary)
Notary Public, State of Florida

(Commission Number)
My commission expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That NETPETCARE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at the City of West Palm Beach, County of Palm Beach, State of Florida, has named GENIE HOLCOMBE ROTHMAN, ESQUIRE, 299 Camino Gardens, Ste 204, Boca Raton, FL 33432, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



GENIE HOLCOMBE ROTHMAN
Registered Agent

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TALLAHASSEE, FLORIDA