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October 11, 2000

PO0000091879

Florida Department of State
Division of Corporations
Post Office Box 327
Tallahassee, Florida 32314

Via Federal Express

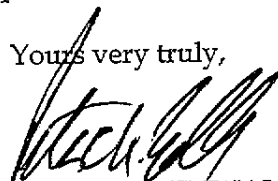
Re: Articles of Incorporation for
Earth Pets, Inc.

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for EARTH PETS, INC., together with my check in the amount of \$70.00.

We are attempting to expedite the filing and return of these articles. Would you be so kind as to provide me with a date timed stamped copy of the recorded Articles in the enclosed self-addressed stamped envelope. Thank you for your cooperation.

Yours very truly,


PETER C.K. ENWALL

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*****70.00 *****70.00

PCKE/rtw
Enclosures

EFFECTIVE DATE
10-10-00

FILED
00 OCT 16 AM 7:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN OCT 18 2000

EFFECTIVE DATE

10-10-00

FILED

00 OCT 16 AM 7:54

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
EARTH PETS, INC.

ARTICLE I

Name. The name of this Corporation is: EARTH PETS, INC.

ARTICLE II

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III

Purpose. The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Address. The street address of the initial principal office and the mailing address of the corporation is: 500 NE 60th Street, Suite F, Gainesville, Florida, 32606.

ARTICLE V

Capital Stock. This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

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

ARTICLE VII

Initial Registered Office and Agent. The street address of the corporation's initial registered office and the name of its initial registered agent at that office is Peter C.K. Enwall, whose address is 2790 NW 43rd Street, Suite 200, Gainesville, Florida, 32606, and a written acceptance of same is appended to these Articles.

ARTICLE VIII

Board of Directors. The number of Directors of the corporation shall be established from time to time by the Bylaws, but shall never be less than one.

ARTICLE IX

Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

Incorporator. The name and address of the incorporator is Peter C.K. Enwall, 2790 NW 43rd Street, Suite 200, Gainesville, Florida, 32606.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of October, 2000.



PETER C.K. ENWALL,
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, personally appeared PETER C.K. ENWALL, who being sworn, deposes and says that he is the Incorporator of these Articles of Incorporation, and such Incorporator verifies that all statements and information contained herein are true and correct, and further that he has presented me with Peter C.K. Enwall as identification.

Dated this 13th day of October, 2000.



Rebecca Tarra Ward
My Commission CC836883
Expires May 13, 2003

Rebecca Tarra Ward

Notary Public

Print Name:

Commission Expiration Date:

Commission Number:

REGISTERED AGENT'S ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for this Corporation.

Peter C.K. Enwall

PETER C.K. ENWALL

Registered Agent

FILED
00 OCT 16 AM 7:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA