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FLORIDA PROFIT CORPORATION OR P.A.

Pet Friends & Company of Vero Beach, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
PET FRIENDS & COMPANY OF VERO BEACH, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

PET FRIENDS & COMPANY OF VERO BEACH, INC.

The principal place of business of this corporation shall be 1666 Adams Street, Sebastian, Florida 32958, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1666 Adams Street, Sebastian, Florida, 32958, and the name of the initial registered agent of the corporation at that address is Helen B. Bisignano.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the share-holder(s) so elect, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have one (1) officer and one (1) director, initially. The name and street address of the initial officer and director who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, is as follows:

Helen B. Bisignano
1666 Adams Street
Sebastian, FL 32958

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ARTICLE IX. INCORPORATOR

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

Louis B. Vocelle, Jr.

CLEM, POLACKWICH, VOCELLE & BERG
3333 20th Street
Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this 27th day of January, 2001.


Louis B. Vocelle, Jr.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Helen B. Bisignano, whose address is as follows: 1666 Adams Street, Sebastian,
Florida, 32958, which is the same address as set forth in Article IV hereof, having been designated
as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Helen B. Bisignano

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