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*Certified Public Accountants*

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AMERICAN AND FLORIDA INSTITUTES OF CERTIFIED PUBLIC ACCOUNTANTS  
AICPA • PRIVATE COMPANIES PRACTICE SECTION  
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February 5, 2001

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

200003809602--8  
-03/07/01--01016--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: A Pet's Dream, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced company.

Also enclosed is check in the amount of \$70 to cover the following:

\$35.00

Filing of Articles of Incorporation

35.00

Registered Agent Filing Fee

\$70.00

Very truly yours,



Howard Rosenbloom  
Certified Public Accountant

HR/ap  
encl. as stated

FILED  
01 MAR -6 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sent via Certified Mail # 7099 3400 0018 6790 0113, Return Receipt Requested

**ARTICLES OF INCORPORATION  
OF  
A Pet's Dream, Inc.**

FILED  
01 MAR -6 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate together to form a corporation under the Laws of the State of Florida.

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation shall be: **A Pet's Dream, Inc.**

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of business to be transacted by this corporation shall be to engage in any activities or business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, cancel, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, ware, merchandise, real and personal property, and services of every kind, class and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1000 shares of common stock at 1.00 par value per share.

**ARTICLE IV  
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than Five Hundred (\$500.00) Dollars.

**ARTICLE V**

The corporation is to exist perpetually. 7746 SW 95 Street, Miami, FL 33156

**ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this State of the principal office of this corporation is:  
7746 SW 95 Street, Miami, FL 33156.

The Board of Directors may from time-to-time, move the principal office to any other address in the State of Florida.

**ARTICLE VII  
DIRECTORS**

This corporation shall have not less than one (1) directors initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholders.

**ARTICLE VIII  
BOARD OF DIRECTORS**

The name and street address of the members of the first Board of Directors are:

| <u>NAME</u>        | <u>TITLE</u>   | <u>ADDRESS</u>                       |
|--------------------|----------------|--------------------------------------|
| NICOLE S. LAWRENCE | PRESIDENT      | 7763 SW 94 LANE<br>MIAMI, FL 33156   |
| STACY M. TAYLOR    | V.P./SECRETARY | 7746 SW 95 STREET<br>MIAMI, FL 33156 |

**ARTICLE IX  
INCORPORATOR**

| <u>NAME</u>           | <u>ADDRESS</u>                                     | <u>SHARES</u> | <u>CONSIDERATION</u> |
|-----------------------|--|---------------|----------------------|
| NICOLE S.<br>LAWRENCE | 7763 S.W. 94 LANE<br>MIAMI, FL 33156               | 250           | \$250.00             |
| STACY M.<br>TAYLOR    | 7746 SW 95 <sup>TH</sup> STREET<br>MIAMI, FL 33156 | 250           | \$250.00             |

**ARTICLE X  
REGISTERED AGENT**

The address of the Registered Office of this corporation shall be:

7746 SW 95<sup>TH</sup> STREET, MIAMI, FL 33156

and the Registered Agent shall be: NICOLE S. LAWRENCE

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place designed in these Articles of Incorporation, I hereby accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
BY: NICOLE S. LAWRENCE  
INCORPORATOR

**ARTICLE XI  
AMENDMENT**

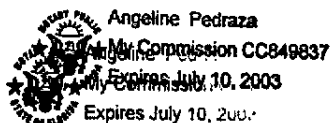
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by the majority of the stock entitled to vote them on, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments personally appeared

Nicole S. Lawrence

WITNESS my hand and official seal in the County and State named above on this 2 day of March, 2001.



  
Notary Public, State at Large  
My Commission Expires: