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Florida Department of State
Division of Corporations
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EFFECTIVE DATE
03-27-01

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((H01000033304 6)))

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
Phone : (305) 859-7494
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FLORIDA PROFIT CORPORATION OR P.A.

PET HEAVEN INC.

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight APR 03 2001

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H01000033304 6

ARTICLES OF INCORPORATION
PET HEAVEN INC.

Article I - Name

EFFECTIVE DATE

03-27-01

The name of this corporation is PET HEAVEN INC.

Article II - Purpose

This corporation is organized to establish a chain of quality full service pet stores, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is at 13269 NW 11 Street, Miami, Florida 33182.

The name of the initial Registered Agent of this corporation is Carlos A. Junquera, of 13269 NW 11 Street, Miami, Florida 33182.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The

Prepared by: Ricardo Martinez-Cid
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managing
partners.

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initial directors of this corporation is Carlos A. Junquera, of 13269 NW 11 Street, Miami, Florida 33182, who shall also serve as the initial president/treasurer/secretary of the corporation.

Article VII - Incorporator

The name and address of the person signing these Articles is Carlos A. Junquera, of 13269 NW 11 Street, Miami, Florida 33182.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence five (5) days before these articles are filed with the State of Florida, Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this March 23, 2001.



Carlos A. Junquera
13269 NW 11 Street
Miami, Florida 33182

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STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Carlos A. Junquera, who provided his Florida driver's license as identification, and he acknowledged before me that he executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this March 23, 2001.



NOTARY PUBLIC
STATE OF FLORIDA



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CERTIFICATE DESIGNATING THE ADDRESS AND

AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

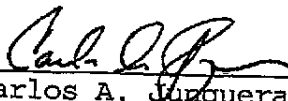
That PET HEAVEN INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named Carlos A. Junquera, of 13269 NW 11 Street, Miami, Florida 33182, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

PET HEAVEN INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this March 23, 2001.



Carlos A. Junquera
Registered Agent

Prepared by: Ricardo Martinez-Cid
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