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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

the animal market pet and supply company

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**ARTICLES OF INCORPORATION
OF
THE ANIMAL MARKET PET AND SUPPLY COMPANY**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

THE ANIMAL MARKET PET AND SUPPLY COMPANY

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

Prepared by:
JOSE L. LORENZO, ESQ. FL. Bar No. 995185
J.L. LORENZO, P.A.
Twenty-Five Seabreeze Avenue, Suite 202
Delray Beach, Florida 33483
Tel. 561-276-8100

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**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

12145 Sugar Pine Trail
Wellington, Florida 33414

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Carolyn Cowen
12145 Sugar Pine Trail
Wellington, Florida 33414

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

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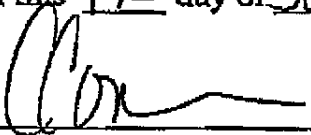
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**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

Carolyn Cowen
12145 Sugar Pine Trail
Wellington, Florida 33414

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 17th day of July, 2001.


Carolyn Cowen, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Carolyn Cowen, Registered Agent

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JOSE L. LORENZO, ESQ. FL. Bar No. 995185
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