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**CHEESEMAM AND PHILLIPS**  
*Attorneys & Counsellors at Law*

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Tampa, Florida 33602  
813/223-4007  
FAX 813/229-2599

August 8, 2001

Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Pete & Ben, Inc.

000004528730--7  
-08/10/01--01063--004  
\*\*\*\*122.50 \*\*\*\*78.75

To Whom It May Concern:

Enclosed for filing are the original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the sum of \$122.50 for payment of the filing fees.

Please furnish me with a certified copy of the Articles.

If you should require any additional fees, please feel free to contact me.

Thank you for your cooperation in this matter.

Yours truly,

  
Jerrold K. Phillips

Typed to Mr. Phillips  
Attorney to State of Florida

JKP/gs  
Enclosure(s)  
cc: Joshua S. Unger

FILED  
01 AUG 10 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Burch  
AUG 14 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**PETE & BEN, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is PETE & BEN, INC.

**ARTICLE II**

The duration of the corporation is perpetual.

**ARTICLE III**

The general purposes for which the corporation is organized are:

(1) To engage in any lawful activity permitted by the State, including retail and wholesale of pets, pet supplies, pet related services and to perform any lawful purpose.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV**

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000) shares of common stock with a par value of \$1.00 per share.

**ARTICLE V**

The street address of the initial registered office of the corporation is 331 N. Washington Drive, Sarasota, Florida 34236.

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## ARTICLE VI

The initial board has one director. The name and address of the Director is:

Joshua S. Unger

331 N. Washington Drive  
Sarasota, FL 34236

## ARTICLE VII

The name and address of each incorporator is listed above as an initial director.

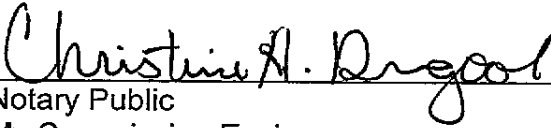
EXECUTED by the undersigned at Tampa, Florida on the 21<sup>st</sup> day of  
July, 2001.

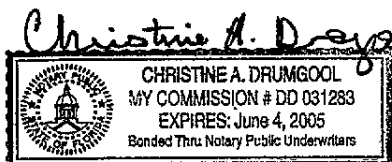
  
Joshua S. Unger

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

**BEFORE ME**, personally appeared, JOSHUA S. UNGER, well known to me to be the persons described in and who executed the foregoing Articles of Incorporation of PETE & BEN, INC., and he acknowledged before me that he signed said Articles of Incorporation for the uses and purposes set forth herein.

**WITNESS** my hand and official seal this 21<sup>st</sup> day of July,  
2001.

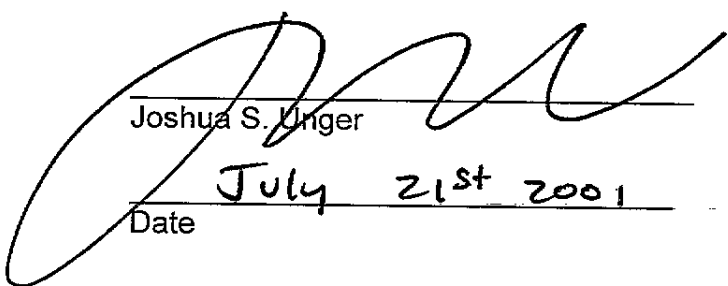
  
Notary Public  
My Commission Expires:



**CERTIFICATE DESIGNATING  
PLACE OF BUSINESS OR DOMICILE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:**

PETE & BEN, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business as 331 N. Washington Drive, Sarasota, Florida 34236 and has named Joshua S. Unger located at the same address as its agent to accept service of process within the State of Florida.

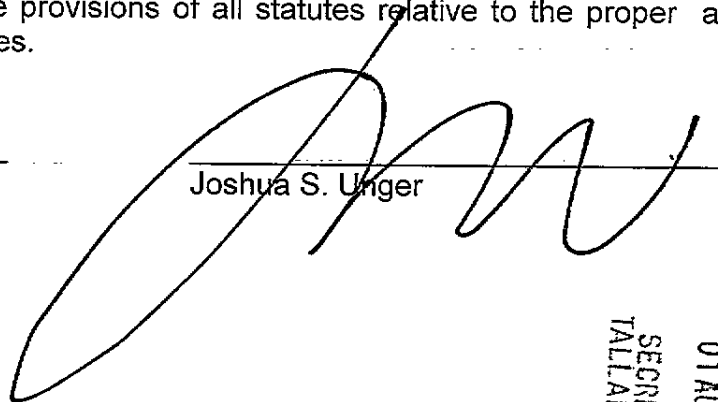
  
\_\_\_\_\_  
Joshua S. Unger

\_\_\_\_\_  
Date

July 21st 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

July 21st, 2001  
Date,

  
\_\_\_\_\_  
Joshua S. Unger

**FILED**  
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TALLAHASSEE FLORIDA