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Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : O'BRIEN, RIEMENSCHNEIDER, KANCILIA & LEMONIDIS, P.A.

Account Number : 105204000476

Phone : (321) 728-2800

Fax Number : (321) 728-0002

FLORIDA PROFIT CORPORATION OR P.A.

Tillman's Pet World, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04 (5)
Estimated Charge	\$78.75

B. McKnight JAN - 4 2002

FILED
02 JAN - 4 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. (((H02000000715 1)))

ARTICLES OF INCORPORATION

Tillman's Pet World, Inc.

ARTICLE I - NAME

The name of this corporation is Tillman's Pet World, Inc. located at 2940 Appaloosa Blvd., Melbourne, FL 32934.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$0.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1686 West Hibiscus Blvd., Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is James M. O'Brien.

James M. O'Brien
Florida Bar No. 516589
O'Brien Riemenschneider, P.A.
1686 West Hibiscus Blvd.
Melbourne, FL 32901
(321)728-2800 / (321)728-0002 (FAX)

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Tillman	2940 Appaloosa Blvd. Melbourne, FL 32934

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
James M. O'Brien	1686 West Hibiscus Blvd. Melbourne, FL 32901

ARTICLE VIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE IX - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE X - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein

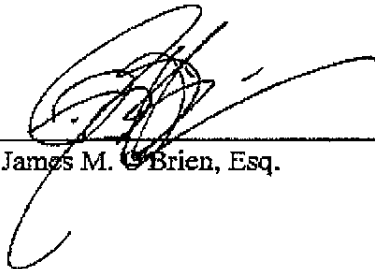
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shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of January, 2002.



James M. O'Brien, Esq.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with
said Act:

FIRST, that Tillman's Pet World, Inc., desiring to organize under the laws of the State of
Florida, with its principal office as indicated by the Articles of Incorporation in the City of
Melbourne, County of BREVARD, State of Florida, has named James M. O'Brien, located at 1686
West Hibiscus Blvd., Melbourne, FL 32901, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place
designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


James M. O'Brien, Esq.

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