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February 19, 2002

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*****78.75 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

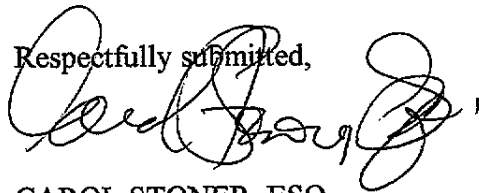
Re: BO-PEEP PET PRODUCTS, INC.

Dear Sir or Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for the abovnamed. In these regards, I have also enclosed an attorney's check for \$78.75., constituting \$70.00 for the filing fee and \$8.75 for a Certified Copy of same.

Please file same, and cause the original and a certified copy to be returned to my attention at the above address.

Respectfully submitted,



CAROL STONER, ESQ.

Enc.: 4

FILED
02 FEB 25 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

03-01-02
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**ARTICLES OF INCORPORATION
OF
BO-PEEP PET PRODUCTS, INC**

FILED
02 FEB 25 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being over the age of eighteen years, in order to form a profit corporation, in compliance with Chapter 607 and/or Chapter 621 of the State of Florida, do hereby state as follows:

FIRST: The name of the Corporation shall be **BO-PEEP PET PRODUCTS, INC.**

SECOND: The purpose for which the Corporation is organized, is to engage in any activity within the purposes for which corporations may be organized under the laws of the State of Florida.

THIRD: The aggregate number of shares which the Corporation shall have the authority to issue is 100 common shares, all of which shall be without par value.

FOURTH: The name and address of the initial officers of the corporation are as follows:

President: Mr. Thomas Hahn
6223 Rocky Trail
Orlando, Florida 32808

Secretary: Mr. Thomas Hahn
6223 Rocky Trail
Orlando, Florida 32808

FIFTH: The address of the Corporation's initial Registered Office is:

6223 Rocky Trail
Orlando, Florida 32808

SIXTH: The name of the Corporation's initial Registered Agent at such address is:

Mr. Thomas Hahn

SEVENTH: The name and address of the Incorporator is:

Mr. Thomas Hahn
6223 Rocky Trail
Orlando, Florida 32808

Having been named as Registered Agent to accept service of process for the abovestated corporation, at the place designated in this certificate, I am familiar with, and do hereby accept the appointment as Registered Agent, and agree to act in this capacity.


Signature of Registered Agent

2/19/02
Date of Signature


Signature of Incorporator

2/19/02
Date of Signature