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Florida Department of State**Division of Corporations****Public Access System****Katherine Harris, Secretary of State****Electronic Filing Cover Sheet**

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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FILED
02 MAY -8 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**AGROPETS INTERNATIONAL CORP.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
AGROPETS INTERNATIONAL CORP.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AGROPETS INTERNATIONAL CORP.

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ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

**10877 SW 132 CIRCLE COURT
MIAMI, FL 33186**

ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its object and powers shall be engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1000) SHARES OF COMMON STOCK OF THE PAR VALUE OF ONE DOLLAR PER SHARE.

The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence from the date of the incorporates execution and adoption of these Articles of Incorporation.

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE STREET ADDRESS

The name and address of the initial registered agent is:

**JORGE OSORIO
10877 SW 132 CIRCLE COURT
MIAMI, FL 33186**

ARTICLE VII DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

**PRESIDENT
JORGE OSORIO
10877 SW 132 CIRCLE COURT
MIAMI, FL 33186**

**VICE-PRESIDENT
ARTURO RODRIGUEZ
10877 SW 132 CIRCLE COURT
MIAMI, FL 33186**

**DIRECTOR
ALFONSO VILLA
10877 SW 132 CIRCLE COURT
MIAMI, FL 33186**

ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**PRESIDENT
JORGE OSORIO
10877 SW 132 CIRCLE COURT
MIAMI, FL 33186**

**VICE-PRESIDENT
ARTURO RODRIGUEZ
10877 SW 132 CIRCLE COURT
MIAMI, FL 33186**

**DIRECTOR
ALFONSO VILLA
10877 SW 132 CIRCLE COURT
MIAMI, FL 33186**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation
this 07th day of MAY, 2002


Signature

Signature

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitle to vote thereon, unless all the Directors and all the Stockholder's sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
PLACE OF BUSINESS OR DOMICILE FOR THE PROCESS WITHIN THE
STATE OF FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the
Undersigned Corporation, organized under laws of the State of Florida, submits the
following statement in designating the registered office/registered agent, in the State of
Florida.

1. The name of the corporation is:

AGROPETS INTERNATIONAL CORP.

2. The name and address of the registered agent and office is:

**JORGE OSORIO
10877 SW 132 CIRCLE COURT
MIAMI, FL 33186**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

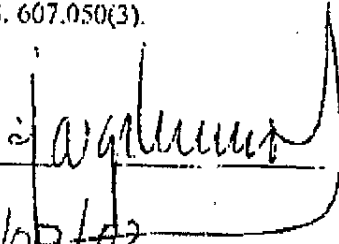
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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT
AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT PURSUANT TO F.S. 607.050(3).

SIGNATURE



DATE

05/07/02