

Division of Corporations

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To: Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Bluewater Pet Distributors, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDAARTICLES OF INCORPORATIONOFBLUEWATER PET DISTRIBUTORS, INC.

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

Article 1. Name. The name of the Corporation shall be: BLUEWATER PET DISTRIBUTORS, INC.

Article 2. Address. The address of the principal office and mailing address of the Corporation is: 2201 - 4th Street North, Suite B, St. Petersburg, Florida 33704.

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 100 common shares. Such shares shall have a par value of \$1 per share.

Article 4. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2201 - 4th Street North, Suite B, St. Petersburg, Florida 33704, and the name of its initial Registered Agent at that address is Preston S. Hearn.

Article 5. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Preston S. Hearn	2201 - 4th Street North, Suite B St. Petersburg, Florida 33704
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Article 6. Initial Officers. The names of the initial Officers of the Corporation, who shall serve until their successors are elected at the first annual meeting of the Board of Directors are as follows:

President	Preston S. Hearn
Secretary	Preston S. Hearn
Treasurer	Preston S. Hearn

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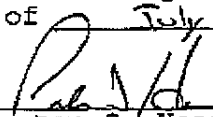
Article 7. Incorporator. The name and address of each Incorporator is as follows:

Preston S. Hearn 2201 - 4th Street North, Suite B
St. Petersburg, Florida 33704

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

In witness whereof, the undersigned has signed these Articles of Incorporation on this 31 day of July, 2002.


Preston S. Hearn

Acceptance of Designation
Registered Agent/Registered Office

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Date: July 31, 2002


Preston S. Hearn

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