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(Requestor's Name)

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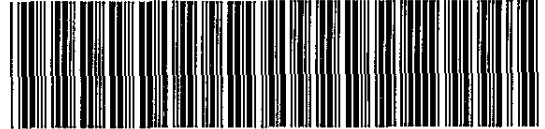
(Business Entity Name)

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TALLAHASSEE, FLORIDA

7-18-03
[Signature]

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WILLS, TRUSTS AND ESTATE PLANNING
ESTATE ADMINISTRATION AND PROBATE

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July 16, 2003

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 West Gaines Street
Tallahassee, FL 32301

Re: 5771.01
Articles of Incorporation
Pet Quilts Inc.

Dear Sir/Madam:

Enclosed, please find one original and one copy of the Articles of Incorporation of the above referenced corporation which we submit to you, together with our check in the sum of \$122.50; and request filing of the original.

Your attention to the matter is greatly appreciated, and we remain,

Very truly yours,
GRANT W. KEHRES, P.A.

Grant W. Kehres,
for the firm.

GWK:bh
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PET QUILTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, having capacity to contract and acting as the Incorporator of this Corporation under the Florida General Corporation Act adopts the following Articles of Incorporation for such Corporation, to-wit:

ARTICLE ONE: NAME AND PRINCIPAL OFFICE

The name of the corporation is: PET QUILTS, INC. The address of its principal office is: 17239 Bermuda Village Drive, Boca Raton, Florida 33487.

ARTICLE TWO: COMMENCEMENT AND DURATION

The Corporation is to commence its existence upon the filing of these Articles, and will exist perpetually thereafter unless earlier dissolved in the manner prescribed by law.

ARTICLE THREE: PURPOSE AND POWERS

The purpose of the Corporation is to engage in, for profit, any lawful act or activity for which corporations may be organized under the Florida General Corporation Act, and the Corporation shall have such powers as is necessary to effectuate the purpose herein stated.

ARTICLE FOUR: CAPITAL STOCK

The maximum number of shares which the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE: PREEMPTIVE RIGHTS

The shareholders of any class or series of stock of the Corporation shall have the preemptive right to subscribe, in proportion to their holdings (rounded to the nearest full share) at the price it is offered to others, for any authorized but unissued or treasury stock of such class or series of the Corporation to be issued.

ARTICLE SIX: MANAGEMENT

The activities and affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall be such as from time to time shall be fixed by the By-laws of the Corporation; but in no event shall the number be less than one (1). The Board of Directors is expressly authorized to make, alter or repeal the By-laws of the Corporation. The initial Board of Directors shall consist of two (2) directors, whose names and addresses are as follows:

LINDA L. RADKA, 17239 Bermuda Village Drive, Boca Raton, Florida 33487

ROBERT H. EDWARDS, 17239 Bermuda Village Drive, Boca Raton, Florida 33487.

ARTICLE SEVEN: INDEMNIFICATION

The Corporation shall have the power to enter into an indemnity agreement with any officer or director, or any former officer or director, indemnifying the same to the full extent permitted by law.

ARTICLE EIGHT: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation, and the street address of the initial registered office of the Corporation in the State of Florida is: LINDA L. RADKA, 17239 Bermuda Village Drive, Boca Raton, Florida 33487.

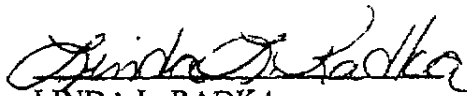
ARTICLE NINE: INCORPORATOR

The name and address of the incorporator hereunder is: LINDA L. RADKA, 17239 Bermuda Village Drive, Boca Raton, Florida 33487.

ARTICLE TEN: RESERVED POWERS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida; and all rights and powers conferred on directors or shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida does make, file and record these Articles, and certifies that the facts herein stated are true. In addition, by execution of this instrument, the undersigned, as registered agent states: I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


LINDA L. RADKA,
Incorporator and Registered Agent


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03 JUL 17 AM 10:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14th day of July, 2003 by
LINDA L. RADKA, who is personally known to me or has produced a current driver's license as
identification and did not take an oath.


(Signature of Notary Public)

GRANT W. KEHRES
(Printed name of Notary Public)

Notary Public. Serial Number (if any): _____

My commission expires: _____ Seal: _____

