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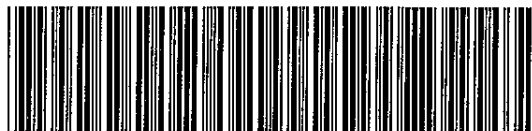
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TALLAHASSEE, FLORIDA

03 SEP 24 PM 3:39

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DANIEL M. COPELAND
Attorney at Law, P.A.

September 22, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Posh Pets, Inc.

Dear Sir/Madam:

Enclosed please find my firm's check No. 1095, in the amount of \$78.75 as payment of the Filing Fee, Registered Agent Designation and Certified Copy of the Articles of Incorporation for the corporation referenced above.

Your cooperation in this matter is greatly appreciated.

Sincerely,


Daniel M. Copeland

**ARTICLES OF INCORPORATION
OF
POSH PETS, INC.**

FILED
03 SEP 24 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this corporation is: Posh Pets, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation is 3751 Planters Creek Circle, West, Jacksonville, Florida 32224. The mailing address of the corporation is 3751 Planters Creek Circle, West, Jacksonville, Florida 32224.

ARTICLE III. DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV. PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4686 Sunbeam Road, Suite 216, Jacksonville, Florida 32257, and the name of the initial registered agent at such address is Daniel M. Copeland, Esquire.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows: Cheryl Anderson, 3751 Planters Creek Circle, West, Jacksonville, Florida 32224.

ARTICLE VIII. INCORPORATOR

The name and address of the corporation's Incorporator is Cheryl Anderson, 3751 Planters Creek Circle, West, Jacksonville, Florida 32224.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 23rd day of September, 2003.


CHERYL ANDERSON, INCORPORATOR

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public, personally appeared Cheryl Anderson, to me well known to be the person described as Incorporator, and who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 23rd day of September, 2003.


Notary Public, State of Florida

(Seal)

My Commission expires:



Deidra M. Hall
MY COMMISSION # CC979735 EXPIRES
November 5, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

CERTIFICATE

03 SEP 24 PM 3:39

In compliance with Florida Statutes, the following is submitted:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That Posh Pets, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 3751 Planters Creek Circle, West, Jacksonville, Florida 32224, County of Duval, State of Florida, has named Daniel M. Copeland, Esquire, at 4686 Sunbeam Road, Suite 216, Jacksonville, Florida 32257, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be Daniel M. Copeland, Esquire.



DANIEL M. COPELAND