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NEWMAN, LEVINE & METZLER, P.A.

ATTORNEYS AT LAW

400 N. TAMPA STREET • SUITE 2900 TAMPA, FLORIDA 33602

TEL: (813) 221-8110 FAX: (813) 221-8013 MARCIE L. BAKER ROBERT A. LEVINE DEBRA M. METZLER M. MITCHELL NEWMAN

October 7, 2003

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

RE: Articles of Incorporation for Paul's Pet Food of Greater Tampa Bay, Inc.

Dear Sir/Madam:

Enclosed please find for filing the Articles of Incorporation of Paul's Pet Food of Greater Tampa Bay, Inc., and a check for \$78.75 for the cost of a certified copy. Please return the certified copy to Jim Bailey in c/o Newman, LeVine & Metzler, P.A., 400 North Tampa Street, Suite 2900, Tampa, Florida, 33602.

Should you have any questions, please feel free to contact me.

Thank you.

Sincerely,

The ATM

Robert A. LeVine

RAL:lm Enclosures

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U.CKETARY OF STATE
(ALLAHASSEE, FLORIDA

Articles of Incorporation of

Paul's Pet Food of Greater Tampa Bay, Inc.

James M. Bailey, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE I

The name of the corporation shall be Paul's Pet Food of Greater Tampa Bay, Inc.

ARTICLE II

The corporation shall be entitled to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000,000 authorized shares of no par value, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$1,000.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address and mailing address of the principal office is 10234 Arbor Side Drive, Tampa, FL 33647

ARTICLE VII

The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than one (1) and subject to such minimum may be increased or decreased from time to time by amendment of the by-laws in a manner not prohibited by law. Until so changed the number shall be two (2).

ARTICLE VIII

The names and street addresses of the first Board of Directors and the initial Officers of the corporation, who, subject to the provisions of the Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until his/her successor is elected and has qualified, are as follows:

Name .	Address	Offices
Patricia O. Bailey	10234 Arbor Side Drive Tampa, FL 33647	Director, President
James M. Bailey	10234 Arbor Side Drive Tampa, FL 33647	Director, Vice President, Secretary/Treasurer
	ARTICLE IX	, and the second

The name and address of each subscriber of the Articles of Incorporation are as follows:

James M. Bailey 10234 Arbor Side Drive Tampa, FL 33647

ARTICLE X

The name and address of the Registered Agent in charge of the corporation's registered office is James M. Bailey, 10234 Arbor Side Drive, Tampa, FL 33647.

ARTICLE XI

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 them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, has hereunto set his hand this 25 day of Sylenber, 2003 for the purpose of forming this corporation to do business both within and without the State of Florida, in pursuance of the corporation laws of the State of Florida and these Articles of Incorporation and does certify that the facts set forth herein are true.

WITNESS:	Jane	Mally
Mar Aff	James M. Baile	ey //
STATE OF FLORIDA COUNTY OF HILLSBOROUGH		
The foregoing instrument was acknowle 2003, by James M. Bailey, who acknowledged	edged before me this25	
expressed and	•	- •
IB is personally known to me. □ produced a current Florida driver's license a □ produced as identification.	s identification.	A
	Signature of Novary Public	State of Florida
	* ZZ * MY COM	UPCY J. MILLER AMISSION # CC 969482 3 September 20, 2004 The Budget Notary Services

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I, James M. Bailey, hereby accept the responsibility of being registered agent for Paul's Pet Food of Greater Tampa Bay, Inc., the office address is 10234 Arbor Side Drive, Tampa, FL 33647. My telephone number is (813) 994-6755.

mes M. Bailey

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