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**BASIC AMENDMENT**

**PET NUTRITION PRODUCTS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PET NUTRITION PRODUCTS, INC.**

Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned does hereby make, swear to, adopt and file these Amended and Restated Articles of Incorporation of PET NUTRITION PRODUCTS, INC. (the "Corporation"), which Corporation was incorporated in the State of Florida on November 10, 2003, under Document No. P03000129496.

1. These Amended and Restated Articles of Incorporation contain an amendment requiring Shareholder approval and said amendment and these Amended and Restated Articles of Incorporation were adopted by the Shareholders of the Corporation on May 4, 2005, as required under Section 607.1006, Florida Statutes, and the number of votes cast for such amendment and for the Amended and Restated Articles of Incorporation was sufficient for approval. Therefore, Articles I through VII of the Corporation's Articles of Incorporation are deleted in their entirety and are amended and restated as follows:

**ARTICLE I**

**Name and Duration**

The name of the Corporation is Pet Nutrition Products, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be November 10, 2003.

**ARTICLE II**

**Principal Office**

The street and mailing address of the principal office of the Corporation is 3680 Lomond Court, Apopka, Florida 32712.

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### ARTICLE III

#### Registered Office and Agent

The street address of the registered office in the State of Florida is 3680 Lomond Court, Apopka, Florida 32712, in the City of Orlando, County of Orange. The name of the registered agent at such address is Raymond A. Floyd.

### ARTICLE IV

#### Corporate Purposes, Powers and Rights

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

### ARTICLE V

#### Capital Stock

The Corporation shall have authority to issue 100,000 shares of common stock, having a par value of \$.01, of which 60,000 shares shall be "Voting Common Stock" and 40,000 shares shall be "Non-Voting Common Stock." The preferences, limitations, and relative rights attributable to Voting Common Stock and Non-Voting Common Stock shall be identical except that Non-Voting Common Stock shall not be entitled to vote on any corporation matter unless expressly required in accordance with the Florida Business Corporation Act. Owners of Voting Common Stock shall vote in the election of directors and other matters of corporate governance; owners of Non-Voting Common Stock shall not be entitled vote in the election of directors or other matters of corporate governance.

### ARTICLE VI

#### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders and until his or her successor is duly elected and qualified.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders and until his or her successor is duly elected and qualified.

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ARTICLE VII

Amendment

Subject to the provisions of Article VII, 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 statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

DATED this 4th day of May 2005.



Steve Cohen, Shareholder



Raymond A. Floyd, Shareholder

Certificate

The undersigned, Secretary of Pet Nutrition Products, Inc., hereby certifies that these Amended and Restated Articles of Incorporation contain an amendment requiring shareholder approval the number of votes cast was sufficient for approval under Section 607.1006, Florida Statutes.

Date:

5/4/05



Raymond A. Floyd, Secretary

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