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04 MAR 10 PM 6:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

Via Federal Express

March 9, 2004

*G. Thomas Smith
Board Certified
Real Estate Attorney*

Secretary of State
Corporate Records Division
409 East Gaines Street
Tallahassee, Florida 32399

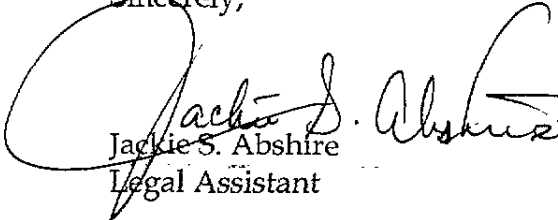
RE: A Pet for Life, Inc.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation relative to the above. Also enclosed is a check in the amount of \$70.00 representing the filing fee. Please file the original and return a date-stamped copy to me as evidence of filing.

Should you have any questions or need additional information, please do not hesitate to call.

Sincerely,


Jackie S. Abshire
Legal Assistant

JSA:

Enclosures

c: Ms. Irene Milbury

ARTICLES OF INCORPORATION
OF
A PET FOR LIFE, INC.

FILED
04 MAR 10 PM 6:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I-NAME

The name of this corporation is A Pet for Life, Inc.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To purchase, sell, and market pet supplies, including but not limited to pet food and supplies and pet grooming services, in a retail store.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express,

building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 4564 Gulf Breeze Parkway, Gulf Breeze, Florida 32563. The name of the initial registered agent for the corporation at that address is Irene Milbury. The principal office of the corporation shall be 4564 Gulf Breeze Parkway, Gulf Breeze, Florida 32563.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME

STREET ADDRESS

Irene Milbury

7270 Belgium Road
Pensacola, Florida 32526

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

NAME

STREET ADDRESS

Irene Milbury

7270 Belgium Road
Pensacola, Florida 32526

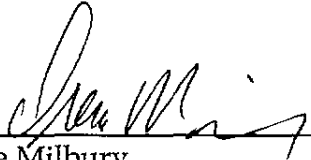
ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-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.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 9th day of March, 2004.

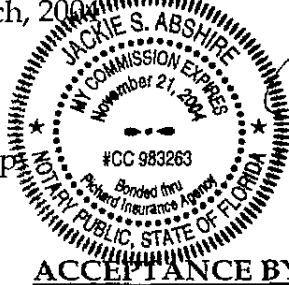

Irene Milbury

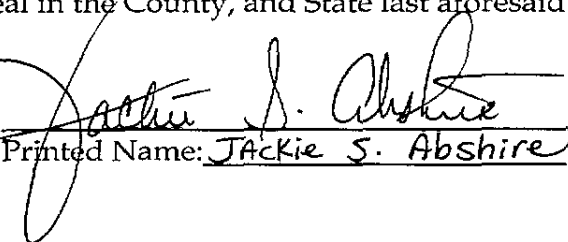
STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Irene Milbury, who X is personally known to me or _____ produced _____ as identification and who executed the foregoing Articles of Incorporation, and she acknowledge that she subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 9th day of March, 2004.


Notary Public Stamp




Printed Name: JACKIE S. Abshire

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of A PET FOR LIFE, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.


IRENE MILBURY