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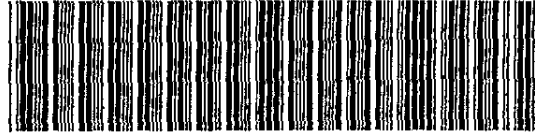
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STATE  
HALL COUNTY, FLORIDA

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# TRANSMITTAL LETTER

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

SUBJECT: Adams R&D Enterprises, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☒ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: George A. Adams  
Name (Printed or typed)

2805 Tuxenhill Cove Drive  
Address

New Smyrna Beach, FL 32168  
City, State & Zip

386-426-0448  
Daytime Telephone number

\* Please Note Page 4 the Vice-President  
Name should Read - Jean E. Adams

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ADAMS R&D ENTERPRISES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

***ARTICLE ONE***

**NAME**

The name of the Corporation is **ADAMS R&D ENTERPRISES, INC.**

***ARTICLE TWO***

**PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is: **2805 Turnbull Cove, New Smyrna Beach, Florida, 32168.**

***ARTICLE THREE***

**CORPORATION DURATION**

The term of the existence of the corporation is perpetual. The date and time of the commencement of the corporate existence of the corporation is the date and time of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

***ARTICLE FOUR***

**PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

- (a) To purchase, buy, sell and distribute any and all types and kinds of novelty items, pre-packaged snack items, souvenirs, collectibles and such other merchandise related to pet supply industry at a retail performance and operation. Additionally, such items, soupiness and collectibles as apply to pet ownership and such related print and/or published materials.
- (b) To acquire by purchase, lease or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate

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real estate of all kinds, improved or unimproved and any right or interest therein.

- (c) To buy, sell, purchase, acquire, convey, mortgage, or transfer in any manner whatsoever, or retain in any manner whatsoever money, stocks, bonds, realty or any property in any manner not prohibited by law.
- (d) To carry on any and all business as manufacturers, producers, merchants, wholesale and retail, importers and exporters, generally without limitation as to a class of products and merchandise, and to manufacture, produce, adapt, prepare, buy, sell and otherwise deal in any materials, articles or things required in connection with or incidental to the manufacture, production and dealing in such products.
- (e) To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.
- (f) To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property, and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.
- (g) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

## **ARTICLE FIVE**

### **CAPITALIZATION**

The aggregate number of shares which the corporation has authority to issue is **One Thousand (1,000)**, all of which shall be common shares with a par value in equity to the corporation's annual financial reports, holdings, standings in asset, liabilities and otherwise *In Toto* value at the time of filing of any and all local, State and Federal Tax declarations as required by law and by any and all time constraints are applicable by matter of law, regulations and legislation. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

## **ARTICLE SIX**

### **PREEMPTIVE RIGHTS GRANTED**

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase and unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered mail or certified mail to the corporation at its principle place of business; and shall remain open for acceptance by the corporation for a period of sixty (60) days from the date of mailing. If the corporation fails or refuses with such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms as set forth above, and this provision shall be binding upon the executor, administrator, or personal representative of stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

## **ARTICLE SEVEN**

### **REGISTERED OFFICE AND AGENT**

The principal office, mailing address and street address of the registered office of the corporation is

2805 Turnbull Cove Drive, New Smyrna Beach, FL 32168

The address of the initial registered agent is: 116 Turnbull Villa Circle

**ARTICLE EIGHT**

New Smyrna Beach, FL  
32168

**INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors, initially. The number of directors may be increased from time to time by the

By-Laws. The name and address of the initial directors of this corporation are:

**GEORGE A. ADAMS**  
President/Secretary

**2805 Turnbull Cove, New Smyrna Beach, Florida 32168.**

**JEANNE ADAMS**  
Vice President/Treasurer

**2805 Turnbull Cove, New Smyrna Beach, Florida 32168.**

**ARTICLE NINE**

**INCORPORATORS**

The name and address of the person signing these Articles is:

**GEORGE A. ADAMS**

**2805 Turnbull Cove, New Smyrna Beach, Florida 32168.**

**ARTICLE TEN**

**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE ELEVEN**

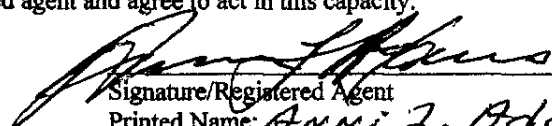
**AMENDMENT**


This corporation reserves the right to amend or repeal any provisions contained in those Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE TWELVE**

**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the designation as registered agent for this corporation. Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature/Registered Agent  
Printed Name: Annie J. Adams  
Date: 1/13/05

  
**GEORGE A. ADAMS**  
 Signature/Incorporator  
 Date: 1/13/05

05 JUN 83 1418Z