

AM & ASSOCIATES P.A
1689 NE 123rd. St.
North Miami Fl 33181
Phone (305)893-2669-(305)891-3458
E-MAIL: Mabelromaniuk@bellsouth.net

September 16, 2005

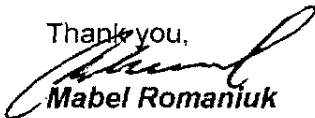
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATION
PO BOX 6327
TALLAHASSEE FLORIDA 32314

Enclosed find a check for \$78.75 covering fee for a new corporation:

PET EMPIRE, INC

Please send the articles of Incorporation and certificate to my office.

Thank you,


Mabel Romaniuk
Public Accountant

ARTICLES OF INCORPORATION
OF

PET EMPIRE, INC.

ARTICLE I NAME

The name of this Corporation is

PET EMPIRE, INC.

and its address is:

1534 WEEPING WILLOW WAY HOLLYWOOD FL 33019

ARTICLE II DURATION

This Corporation shall have perpetual existence.

ARTICLE III- NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000. Shares of (\$1.0) par value common stock, which shall be designated "common Shares."

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is:

CESAR RUBEN BALLERINI

Corporation Located in Miami and the address is:

1534 WEEPING WILLOW WAY HOLLYWOOD, FL 33019

FILED
2005 SEP 21 A 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1) . The names and addresses of the initial Directors of this Corporation are:

NAME

ADDRESS

LIDIA ROSA BALLERINI (PRESIDENT) 7800 NE 10 COURT #4 MIAMI FL 33138
CESAR RUBEN BALLERINI (VICE-PRESIDENT) 1534 WEEPING WILLOW WAY
HOLLYWOOD FL 33019
STEPHANIE DAWN SUTTLES (SECRETARY) 1534 WEEPING WILLOW WAY
HOLLYWOOD, FL 33019
LEANDRO JAVIER SOSA (TREASURER) 1534 WEEPING WILLOW WAY
HOLLYWOOD, FL 33019

ARTICLE VII -BY LAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII-INDEMNIFICATION

This Corporation shall indemnify any Officer of Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX- INCORPORATOR

The name of the person signing these Articles is:

CESAR RUBEN BALLERINI

address is 1534 WEEPING WILLOW WAY HOLLYWOOD FL 33019

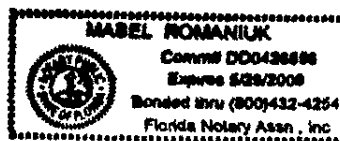
ARTICLE X-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provision of the Florida business Corporation Act.

The undersigned has executed these Articles of Incorporation this 16 of SEPTEMBER of 2005.

STATE OF FLORIDA
COUNTY OF DADE


NOTARY SIGNATURE



FILED
2005 SEP 21 A & 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate designating place of Business or domicile for the service of process within Florida, naming Agent upon whom may be served in compliance with Section 49.091 Florida Statutes, the following is submitted.

First that :

PET EMPIRE, INC Desiring to organize or qualify under the Laws of the State of Florida with its principal place of Business at the City of MIAMI

State of FLORIDA Has named CESAR RUBEN BALLERINI
State (Name of Resident Agent)

Located at 1534 WEEPING WILLOW WAY HOLLYWOOD, FL 33019

City of MIAMI State of Florida, as its agent to accept Services by process within Florida.

Signature.....
Corporate officer

Title... VICE-PRESIDENT

DATE 9/16/05

Having been named to Accept Service of Process for the above Stated corporation at the place designated in this Certificate, I hereby agree to Act in this capacity, and I further, agree to comply with the provisions of all Statutes relative to the proper and complete performance of my Duties.

Signature.....
Resident Agent