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J. Shivers OCT 13 2005

JAMES C. CAMPISI

ATTORNEY AND COUNSELOR AT LAW

RAYMOND JAMES TOWER
SUITE 401
2739 U. S. HIGHWAY 19
HOLIDAY, FLORIDA 34691

PHONE (727) 938-2806

FAX (727) 938-1480

October 11, 2005

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: PET CITY, INC.

Dear Sir:

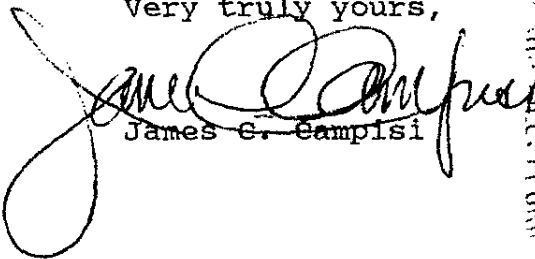
Enclosed please find original and copy of the Articles of Incorporation pertaining to the above-mentioned corporation together with the attached authorized signature of Registered Agent.

My check in the amount of \$78.75 is enclosed to cover your fees as follows:

Filing Fee.....	\$ 35.00
Certified Copy.....	8.75
Resident Agent.....	<u>35.00</u>
Total.....	\$ 78.75

Thank you for your cooperation. If you should have any questions, please feel free to contact my office.

Very truly yours,


James C. Campisi

JCC/mag
encl.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PET CITY, INC.

THE UNDERSIGNED, for the purposes of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of the Corporation shall be:

PET CITY, INC.

The mailing address of the corporation and the address of the principal office of the corporation is:

13154 Cortez Boulevard
Brooksville, Florida 34613

ARTICLE II. DURATION

This Corporation shall have perpetual duration and succession its corporate name, and shall commence its corporate existence at the time of filing of the Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III. PURPOSE

The general purpose for which this Corporation is organized includes engaging in the transaction of any and all lawful businesses for which organizations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV. GENERAL POWERS

This Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs and effect its purpose, including without limitation, power:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property

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TALLAHASSEE, FLORIDA

or any legal or equitable interest in property wherever located;

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

(e) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.0833;

(f) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(i) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for managing the business and regulating the affairs of the corporation;

(l) To make donations for the public welfare or for charitable, scientific or educational purposes;

(m) To transact any lawful business that will aid governmental policy;

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(q) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other entity.

ARTICLE V. SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue shall be SEVEN THOUSAND shares of common class only with a par value of One and no/100 (\$1.00) Dollar per share. Each holder of common stock in this Corporation shall be entitled to one vote for each share of common stock held by him or her.

ARTICLE VI. PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares in said Corporation.

ARTICLE VII. REGISTERED OFFICE

The street address of the Corporation's initial registered office is as follows, to wit:

13154 Cortez Boulevard
Brooksville, Florida 34613

ARTICLE VIII. REGISTERED AGENT

The name of the Corporation's initial registered agent at the above-mentioned address is as follows:

TAM MINH LE

ARTICLE IX. BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of one or more members, and the exact number thereof to be fixed by the bylaws of said Corporation. The initial Board of Directors shall consist of one member whose name and address is as follows:

NAME

ADDRESS

Tam Minh Le

5052 Plantation Drive
Holiday, Florida 34690

Said initial Board of Directors shall hold office until the first annual meeting of the shareholders and until their successors shall have been elected or qualified, or until their earlier resignation, removal from office or death, whichever shall first occur.

ARTICLE X. INCORPORATOR

The following person shall act as the incorporator of PET CITY, INC. by signing and delivering or causing to be delivered, said Articles of Incorporation in duplicate, to the Department of State of the State of Florida:

NAME

ADDRESS

Tam Minh Le

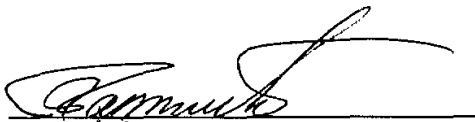
5052 Plantation Drive
Holiday, Florida 34690

ARTICLE XI. BYLAWS

The power to adopt, alter, amend or repeal bylaws, shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed, changed, and new bylaws may be adopted by the shareholders, and the shareholders may prescribe in any bylaws made by them that such bylaws shall not be altered, amended, or repealed by the Board of Directors. The bylaws may contain any

provision for the regulations and management of the affairs of the corporation not inconsistent with law or with the Articles of Incorporation

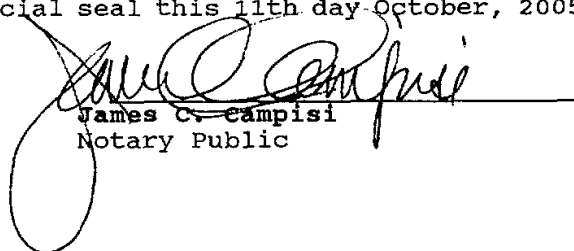
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator have hereunto set my hand and seal this 11th day of October, 2005 for the purpose of this Corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State, State of Florida, this Certificate of Incorporation and certify that the facts herein stated are true.


Tam Minh Le


STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, this day personally appeared, TAM MINH LE, who is personally known to me, and known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS, our hands and official seal this 11th day October, 2005.


James C. Campisi
Notary Public

My Commission Expires:

 **James C. Campisi**
Commission # DD431044
Expires August 2, 2009
Bonded Troy Fair - Insurance Inc 800-385-7019

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - **PET CITY, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT
CITY OF BROOKSVILLE, COUNTY OF HERNANDO, HAS NAMED **TAM MINH LE** LOCATED
AT 13154 CORTEZ BOULEVARD, BROOKSVILLE, COUNTY OF HERNANDO, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Tam Minh Le

TITLE: _____

President

DATE: _____

October 11, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
NAMED 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: _____

(Registered Agent)

DATE: _____

October 11, 2005

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TALLAHASSEE, FLORIDA