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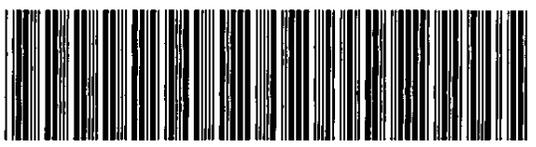
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CR 2-507

Edward L. Stahley, P.A.
Attorney at Law

150-D Fortenberry Road
Merritt Island, FL 32952

TELEPHONE (321)453-3602

FAX (321)453-3678

January 31, 2007

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Pets of the World of Brevard, Inc.
Our File No. 07-08

Dear Madame:

Enclosed find Articles Of Incorporation for Pets of the World of Brevard, Inc., which we desire to incorporate under the laws of the State of Florida. We are also enclosing herewith a certificate designating place and agent for service of process, along with our check in the amount of \$122.50 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	\$ 35.00

Please attach your certificate to the enclosed copy of the Articles Of Incorporation, returning same to me at your earliest convenience.

With kindest regards, I remain

Very truly yours,


Edward L. Stahley

ELS/vjr

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PETS OF THE WORLD OF BREVARD, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned hereby organizes and incorporates for the purpose of forming a body corporation under and by virtue of "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES, 1997", as amended, for the transaction of business, and under the following charter:

ARTICLE I

The name of the corporation shall be PETS OF THE WORLD OF BREVARD, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: To own, manage and otherwise operate a pet business, and all functions related thereto; and any other legal purpose.

ARTICLE III

The total amount of the capital stock of the corporation shall be TWO THOUSAND (2,000) shares of common stock, having a nominal or par value of ONE (\$1.00) DOLLAR per share.

The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States

of America, or property, labor or services at a just valuation as shall be fixed by the Board of Directors. Property or labor also may be purchased with the capital stock at such valuation as shall be fixed by the Directors.

ARTICLE IV

The amount of the capital, in lawful money of the United States of America, or its equivalent, with which the corporation shall begin business shall be the sum of FIVE HUNDRED (\$500.00) DOLLARS or more.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The Board of Directors of this corporation shall be any number not less than one or more than thirteen, fixed from time to time by the By-laws of the company.

ARTICLE VII

The principal office, or place of business, of this corporation shall be: 820 Palm Bay Rd NE Unit 114, Palm Bay, FL 32905.

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of

Incorporation, the By-laws of this corporation and "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES, 1997", as amended, shall hold offices until the first meeting of the incorporators of said corporation, or until their successors are elected and qualified, shall be:

<u>DIRECTORS</u>	<u>POST OFFICE ADDRESS</u>
MICHAEL A. THOMAS	318 Louisiana Ave. St. Cloud, FL 34769
CHARLES MEYER, JR.	4130 Firewater Court Orlando, FL 32829

ARTICLE IX

The names and post office addresses of the subscribers of these Articles of Incorporation, the number of shares each agrees to take, and the value of the consideration therefore, (the sum of which is not less than the amount of initial capital specified in Article IV), are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>CONSIDERATION</u>
MICHAEL A. THOMAS	318 Louisiana Ave. St. Cloud, FL 34769	500	\$500.00
CHARLES MEYER, JR.	4130 Firewater Court Orlando, FL 32829	500	\$500.00

ARTICLE X

The incorporators hereby designate MICHAEL A. THOMAS, as registered agent and the registered office address is: 318 Louisiana Ave., St. Cloud, FL 34769.

ARTICLE XI

The business of the corporation shall be managed, controlled, and conducted by a President, Vice-President, Secretary and Treasurer (any person may hold two or more offices) and by a Board of Directors. The directors shall be chosen annually after the annual meeting of stockholders. The officers who shall serve during the first year of the existence of the corporation or until their successors are elected and qualified, shall be:

OFFICER	ADDRESS
MICHAEL A. THOMAS President	318 Louisiana Ave. St. Cloud, FL 34769
CHARLES MEYER, JR. Secretary/Treasurer	4130 Firewater Court Orlando, FL 32829

At the first meeting after incorporation, the incorporators, or the then stockholders, may proceed with the election of a President, Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, if they choose, to fill the positions of those same terms, to-wit: during the first year of the existence of the corporation, or until after their

successors are elected and qualified. The number of directors and their terms of office and manner of election, as well as their duties, shall be prescribed in the By-laws of the company.

A majority of the directors present at the meeting duly and regularly called shall constitute a quorum, and a majority vote of directors present shall control.

The first meeting of the stockholders will be held at the office of the Corporation at 820 Palm Bay Road NE, Unit 114, Palm Bay, FL 32905, on the 9th day of February, 2007, and thereafter on the 2nd Friday of February of each year unless changed by the By-Laws of this company.

All payments for stock shall be payable in lawful money of the United States of America; provided, however, that any designated portion of the stock shall be made payable in property, labor or services at a just valuation to be fixed by the incorporation or by the directors at a meeting called for such purpose. Property, labor or services may be also purchased or paid for with the capital stock at a just valuation of such property, labor or services to be fixed by the directors of the company, at a meeting called for such purpose. All stock issued shall be fully paid and nonassessable. Stock shall be transferable only in a manner prescribed in the By-Laws and every person becoming a

stockholder by such transfer shall in proportion to his stock, succeed to all the rights and liabilities of the prior stockholder.

Immediately after the adjustment of the annual meeting of the stockholders, the directors shall hold their annual meeting for the election of officers and such other business as may properly come before this meeting. Meetings of the Board of Directors shall be held within or without the State of Florida, but meetings of the stockholders shall be held at the principal office of the corporation at 820 Palm Bay Road NE Unit 114, Palm Bay, FL 32905. This corporation may have such other places to transact business within or without the State of Florida as may be deemed desirable.

The amount of indebtedness or liability to which the corporation may, at any time, subject itself, shall be unlimited. The corporation shall adopt By-Laws for the government of its affairs not inconsistent with the Articles of Incorporation and the Laws of the State of Florida, which may be amended or replaced as provided by said By-Laws.

IN WITNESS WHEREOF, the subscribers hereby sets their hands and seals, this 31st day of JANUARY, 2007.

Signed, seal, and delivered in the presence of:

Edward L. Stahly
Witness

Michael A. Thomas
MICHAEL A. THOMAS

Valerie J. Righenzi
Witness

Charles Meyer, Jr.
CHARLES MEYER, JR.

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public, in and for the State of Florida, At Large, personally appeared MICHAEL A. THOMAS, and CHARLES MEYER, JR., known to be the persons who executed the foregoing Articles of Incorporation of PETS OF THE WORLD OF BREVARD, INC., and they acknowledged before me that they executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in said County and State, this 31st day of JANUARY, 2007.

NOTARY PUBLIC-STATE OF FLORIDA
 Valerie J. Righenzi
Commission # DD451167
Expires: AUG. 28, 2009
Bonded Thru Atlantic Bonding Co., Inc.

Valerie J. Righenzi
Valerie J. Righenzi
Notary Public - State of Florida
At Large

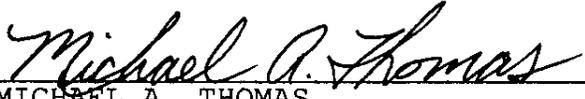
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ACKNOWLEDGMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said act relative to keeping said office open.



MICHAEL A. THOMAS
Registered Agent

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

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

FIRST--THAT PETS OF THE WORLD OF BREVARD, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 820 PALM BAY RD NE, UNIT 114, PALM BAY, FLORIDA 32905, BREVARD COUNTY, STATE OF FLORIDA, HAS NAMED MICHAEL A. THOMAS, LOCATED AT 318 LOUISIANA AVE., ST. CLOUD, FL 34769, ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Michael A. Thomas
MICHAEL A. THOMAS
TITLE: President
DATE: January 31, 2007

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: Michael A. Thomas
MICHAEL A. THOMAS
DATE: January 31, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA