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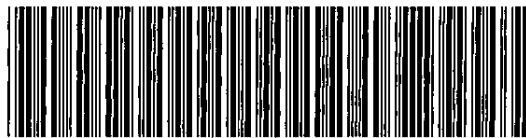
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUN 03 2008

DENIS A. COHRS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

INTERVEST BANK BUILDING • 2575 ULMERTON ROAD • SUITE 210 • CLEARWATER • FLORIDA • 33762

VOICE (727) 540-0001 • FAX (727) 540-0027

E-MAIL dcohrs@cohrlaw.com

May 30, 2008

VIA FEDERAL EXPRESS

Department Of State
Division Of Corporations
Corporate Filings
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Articles of Amendment to the Articles of Organization of Pet Passages, Inc.

Dear Madam/Sir:

Enclosed herewith are an original and one copy of the fully executed Articles of Amendment to the Articles of Organization in connection with the referenced LLC. Please file the Articles and return one file-stamped copy to this office in the enclosed postage paid return envelope provided. Also enclosed is this firm's check in the amount of \$25.00, the amount necessary to file the Articles of Amendment to the Articles of Organization.

If you should have any questions or concerns, please feel free to contact this office.

Sincerely,



Tammaree J. Reeves
Legal Assistant

tjr
Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PET PASSAGES, INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
NAME AND MAILING ADDRESS**

The name of this corporation shall be:

PET PASSAGES, INC.

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

**2201 Dr. ML King Street North
St. Petersburg, FL 33704**

**ARTICLE II
EXISTENCE OF CORPORATION**

This corporation shall begin existence on June 1, 2008 and shall thereafter have perpetual existence.

**ARTICLE III
PURPOSES**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
POWERS**

This corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (2007).

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TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL STOCK

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is:

2575 Ulmerton Road, Suite 210
Clearwater, Florida 33762

and the name of the corporation's initial registered agent at such address is:

Denis A. Cohrs.

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (2007), as may be amended from time-to-time.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
William B. McQueen	2201 Dr. ML King Street North Clearwater, FL 33704
John T. McQueen	2201 Dr. ML King Street North Clearwater, FL 33704

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

ARTICLE VIII
INCORPORATORS

The name and address of each incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Denis A. Cohrs	2575 Ulmerton Road Suite 210 Clearwater, FL 33762


ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (2007), as amended from time-to-time.

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Denis A. Cohrs
Incorporator

Acceptance of Registered Agent

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes (2008).

DATED this 30th day of May, 2008.



Denis A. Cohrs,
Registered Agent

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TALLAHASSEE, FLORIDA

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