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GREENBERG TRAUIG → 22939*010200918506176381

NO 640 DE

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
PET360, INC.**

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ARTICLES OF INCORPORATION
OF
PET360, INC.

ARTICLE I
Name and Address

The name of this corporation is Pet360, Inc. (the "Corporation") and the address of the principal office and the mailing address of the office of the Corporation is 3510 Biscayne Blvd, Suite 210, Miami, Florida 33137.

ARTICLE II
Purposes

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III
Capital Stock

The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 60,000,000, consisting of (i) 50,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), and (ii) 10,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:

A. Provisions Relating to the Preferred Stock.

1. The Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such designations and powers, preferences and rights and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

2. Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether the series is to have voting rights, full or limited, or is to be without voting rights;

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(b) the number of shares to constitute the series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any series;

(d) whether the shares of any series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

(e) whether the shares of a series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate or the method of determining the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof which the holders of any series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether the shares of any series shall be convertible into, or exchangeable for, the shares of any other class or classes, of any other series of the same or any other class or classes of stock, or other securities, of the Corporation or another entity, and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any series as the Board may deem advisable.

The shares of each series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of the Preferred Stock designated for any existing series by a resolution adding to such series authorized and unissued shares of the Preferred Stock not designated for any other series. The Board may decrease the number of shares of the Preferred Stock designated for any existing series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

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B. Provisions Relating to the Common Stock.

1. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any series of Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

C. General Provisions.

1. Except as may be provided by the resolutions of the Board authorizing the issuance of any series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

No shareholder of the Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of the Corporation now or hereafter to be authorized, and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend, voting or other rights of such shareholder. The foregoing shall not be construed to limit the power of the Corporation to provide for such preemptive or preferential rights by means of an express written agreement approved by the Board.

**ARTICLE IV
Registered Agent and Office**

The street address of the Corporation's initial registered office is, 3510 Biscayne Blvd, Suite 210, Miami, Florida 33137, and the name of its initial registered agent at such office is Douglas Eger.

**ARTICLE V
Directors**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of initial directors comprising the Board of Directors is one, and the name of the

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initial director of the Corporation, who shall serve as director until his successor is duly elected and qualified is Douglas Eger.

ARTICLE VI
Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VII
Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers and former directors or officers to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

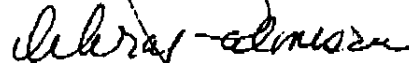
ARTICLE VIII
Incorporator

The name of the Incorporator is Debra Palmisano, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

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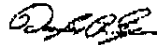
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21st day of April, 2010. ~



Debra Palmisano, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Pet360, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Digitally signed by Douglas R. Eger
DN: cn=Douglas R. Eger, o=RHS, ou,
email=eger@rhts.com, c=US
Date: 2010.04.21 10:38:18 -0400

Name: Douglas Eger

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Dated: April 21, 2010

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