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95 JAN 20 PM 4:19
DIVISION OF CONSTITUTION

(5)

H9500 0000834

ARTICLES OF INCORPORATION
OF
PET ESSENTIALS 2000, INC.

95 JAN 23 PM
FILED

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: PET ESSENTIALS 2000, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 5345 PINE TREE DRIVE
MIAMI BEACH FL 33140

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

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

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 5607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 8607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,000 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: DEBORA LEDER, ESQ.
201 S. BISCAYNE BLVD. #1800
MIAMI FL 33131

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) whos to serve as an initial director(s) is:

CLIFFORD STEIN
5345 PINE TREE DRIVE
MIAMI BEACH FL 33140

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JAN-20-1995 16:00 FROM EMPIRE

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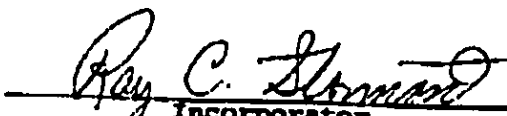
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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

**EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 W. FLAGLER ST #200
MIAMI, FL 33135**

The undersigned has executed these Articles of Incorporation this 20 day of JANUARY, 1995.



Incorporator
RAY STORMONT/PRESIDENT
SIGNING FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that PET ESSENTIALS 2000, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named DEBORA LEDER, ESQ.
(Name of Registered Agent)
located at MIAMI, County of DADE
(City) (County)
State of Florida, as its agent to accept service of process within
this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Debra M. Leder
Registered Agent

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FBI

PET ESSENTIALS 2000, Inc.

1800 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131
Phone: (305) 579-0011
Fax: (305) 285-1295

FILED
95 MAY 15 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 12, 1995

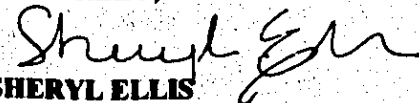
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DEAR SECRETARY OF STATE,

ENCLOSED, PLEASE FIND THE ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION OF PET ESSENTIALS 2000, INC. I BELIEVE I AM IN
COMPLIANCE WITH YOUR REQUIREMENTS TO CHANGE COMPANY
NAME. SHOULD YOU NEED FURTHER INFORMATION, PLEASE DON'T
HESITATE TO CONTACT ME AT THE ABOVE ADDRESS.

THANK-YOU IN ADVANCE FOR YOUR ATTENTION IN THIS MATTER.

SINCERELY,


SHERYL ELLIS
assistant to Monroe Zalkin
President

NR

KRG
5/19

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PET ESSENTIALS 2000, INC**

FILED
95 MAY 15 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.1001 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- #1. The name of the corporation is Pet Essentials 2000, Inc. (the "Corporation").
- #2. The following amendment to the Articles of Incorporation was adopted by the directors and shareholders of the Corporation on the 15th day of May 1995, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

ARTICLE I of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE I"

The name of the Corporation shall be Sheppard & Greene Pet Products, Inc.

ARTICLE III of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE III"

The principal place of business and mailing address of this corporation shall be:

201 South Biscayne Boulevard Suite #1800 Miami, Florida 33131

Dated: 5-11-95

Pet Essentials 2000, Inc., a Florida
corporation

By *[Signature]*

Monroe Zalkin
President and Secretary

(CORPORATE SEAL)

NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me, this 11 day of
May, 1995 by Monroe Zalkin, President and Secretary of Pet Essentials 2000, Inc., a Florida
corporation. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the
county and state at the aforesaid this 11 day of May 1995.

My Commission Expires:

[Signature]

NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE
SHERYL ELLIS

