

01/24/95

FAX-T CORPORATION AGENTS

(305) 592-9591

P. 001

945000006/28

CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

1/24/95

FLORIDA DIVISION OF CORPORATIONS

9:28 AM

PUBLIC ACCESS SYSTEM

((H95000000914)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAX-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-02800

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H95000000914)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DISCOUNT PET CARE, INC.

FAX AUDIT NUMBER: H95000000914

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/24/1995

TIME REQUESTED: 09:28:50

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000914)))

** ENTER 'M' FOR MENU. **

1/24/95

FLORIDA DIVISION OF CORPORATIONS

9:29 AM

PUBLIC ACCESS SYSTEM

ELECTRONIC PROCESSING MENU

--KEY--

RECEIVED

01/24/95 PM 1:46

409 EAST GAINES ST

Handwritten signature and initials.

H95000000914

ARTICLES OF INCORPORATION

OF

DISCOUNT PET CARE, INC.

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation, and to that end set forth:

ARTICLE I

The name of the corporation shall be:

DISCOUNT PET CARE, INC.

ARTICLE II

The initial address of the principle office of this corporation in the State of Florida will be:

13882 NORTH KENDALL DRIVE
MIAMI, FLORIDA 33186

ARTICLE III

This corporation will engage and is empowered to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows :

Class	No. Shares	Par Value
-----	-----	-----
Common	7,500	\$ 1.00

Prepared by
BARRY GOLDBERG
13882 NORTH KENDALL DRIVE
MIAMI, FLORIDA 33186
(305) 385-8000

H95000000914

H95000000914

ARTICLE V

The amount of capital this corporation shall begin business with is:

FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be increased from time to time, as provided by the By-Laws adopted by the stockholders.

ARTICLE VIII

The name and address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until his successor is chosen shall be:

BARRY GOLDBERG
13882 NORTH KENDALL DRIVE
MIAMI, FLORIDA 33186

ARTICLE IX

The name and address of the officer of the Corporation, who shall hold office until his successor is chosen shall be:

BARRY GOLDBERG	
13882 NORTH KENDALL DRIVE	PRESIDENT &
MIAMI, FLORIDA 33186	SECRETARY

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

BARRY GOLDBERG
13882 NORTH KENDALL DRIVE
MIAMI, FLORIDA 33186

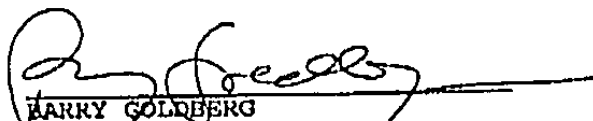
H95000000914

H950000091A

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 21st. day of January 1995, and do declare it to be true and correct.


BARRY GOLDBERG
13882 NORTH KENDALL DRIVE
MIAMI, FLORIDA 33186

COUNTY OF)
STATE OF FLORIDA) SS :

THIS IS TO CERTIFY that on this 21st. day of January of 1995 before me, a notary public, personally appeared BARRY GOLDBERG who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the sole incorporator and executor of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 21st. day of January of 1995.


Notary Public

OFFICIAL NOTARY SEAL
SILVIA C RODRIGUEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC217726
MY COMMISSION EXPI. JULY 21, 1996

My commission expires

H950000091A

