

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

**95000011097**

PHONE ( )

Service: Top Priority Regular  
 One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

RE: Petco, Inc.

95 FEB 9 11:30

DESCRIPTION	C.C. FEE.	DISBURSED
Capitol Express		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership Bus		
Foreign Corp. File		
1st Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
<b>SUBTOTALS</b>		

95 FEB -9 PM 12:39  
 SECRETARY OF STATE  
 FILED

908881402063  
 02/09/95-01016-013  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

FEB 9 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<u>BAK</u>		

WALK-IN Will Pick Up 2-9 100

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
PETCO, INC.

FILED  
95 FEB -9 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

PETCO, INC.

The principal place of business of this corporation shall be: 209 GRAHAM DRIVE, CLEARWATER, FLORIDA 34625. The mailing address of this corporation shall be: 209 GRAHAM DRIVE, CLEARWATER, FLORIDA 34625.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have three directors and officers, initially. The names and street addresses of the initial directors and officers who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed are:

Emanuel A. Petchakos  
President

209 Graham Drive  
Clearwater, Florida 34625

Anita P. Petchakos  
Secretary

209 Graham Drive  
Clearwater, Florida 34625

Tia Lin Gibson  
Director

640 Bayway Boulevard, Apt. #206  
Clearwater, Florida

ARTICLE VI. INCORPORATOR

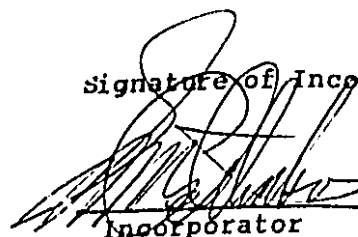
The name and street address of the incorporator to this Articles of Incorporation is:

Emanuel A. Petchakos

209 Graham Drive  
Clearwater, Florida 34625

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 8th day of FEBRUARY,  
1995.

Signature of Incorporator

  
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me  
this 8th day of FEBRUARY, 1995, by Emanuel A. Petchakos  
of PETCO, INC.

Notary Public

PETER MAKRIS  
Notary Public, State of Florida  
My Comm. Expires Apr. 7, 1993  
No. CC 362583  
Bonded thru Official Notary Service

  
My Commission Expires: 4/7/98

FILED

95 FEB -9 PM 12: 39

CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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.

1. The name of the corporation is:

PETCO, INC.

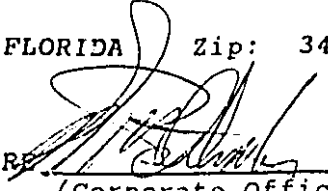
2. The name and address of the registered agent and office is:

Name: EMANUEL A. PETCHAKOS

Address: 209 GRAHAM DRIVE

City: CLEARWATER

State: FLORIDA Zip: 34625

SIGNATURE   
(Corporate Officer)

TITLE: PRESIDENT

DATE: 2/8/95

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

DATE: 2/8/95