

Office of the Secretary of State
Division of Corporations
Post Office Box 6237
Tallahassee, FL 32314

February 6, 1995

RE: COMPANION PRODUCTS, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of and acceptance by the registered agent, together with my check for the amount of \$122.50 for filing and for a certified copy.

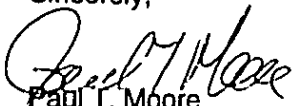
Thank you for your prompt attention to these matters. Please return the certified copy to:

Companion Products, Inc.
2098 Orange Pickers Road
Jacksonville, FL. 32223


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-02/08/95--01120--008
****122.50 ****122.50

904/262-3313

Sincerely,


Paul T. Moore

Enclosures

2/9/95


**Articles of Incorporation
of
COMPANION PRODUCTS, INC.**

FILED
95 FEB - 8 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I Name

The name of the corporation shall be : COMPANION PRODUCTS, INC.

Article II Principal Office

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

2098 Orange Pickers Road
Jacksonville, FL 32223

Article III Shares

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

Article IV Initial Registered Agent and Street Address

The names and address of the initial registered agent is:

Paul T. Moore
2098 Orange Pickers Road
Jacksonville, FL 32223

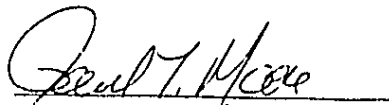
Article V Incorporator

The name and street address of the incorporator signing these articles of incorporation is :

Paul T. Moore
2098 Orange Pickers Road
Jacksonville, FL. 32223

The specific nature of business shall be to engage in merchandising and selling products, either made or bought. This shall not restrict the corporation from transacting any and all lawful business.

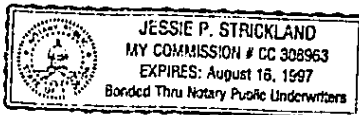
In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 6th day of February, 1995.

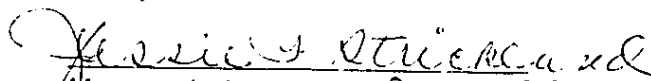

Paul T. Moore
President

State of Florida
County of Alachua

The foregoing instrument was acknowledged and sworn to before me this 6th day of February, 1995, by Paul T. Moore of Companion Products, Inc.

Notary Public




My commission expires 8-16-1997

**Certificate Designating
Registered Agent/Registered Office**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned, a 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 COMPANION PRODUCTS, INC.
- 2) The name and address of the registered agent and office is:

Paul T. Moore
2098 Orange Pickers Road
Jacksonville, FL. 32223

Signature

Paul T. Moore

Corporate Officer

Title

President

Date

2/6/95

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 obligations of section 607.325 of the Florida Statutes.

Signature

Paul T. Moore

Registered Agent

Date

2/6/95

FILED
95 FEB - 8 AM 7:47
TALLAHASSEE
SECRETARY OF STATE
FLORIDA