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Tampa, Florida 33609
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March 13, 1995

The Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

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***122.50 ***122.50

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Petsville U.S.A. Shopping Club, Inc. and a check for \$122.50. We understand a certified copy is included in the price and will be sent to us. Please send the certified copy to my attention at:

Petsville U.S.A. Shopping Club, Inc.
4200 W. Cypress St., Suite 800
Tampa, FL 33607

If you have any questions, please feel free to contact me at 813-877-8222.

Very truly yours,



James E. Wurdeman

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Enclosures
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FILED
95 MAR 15 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PETSVILLE U.S.A. SHOPPING CLUB, INC.**

95 MAR 15 FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - Name and Mailing Address

The name of this corporation is PETSVILLE U.S.A. SHOPPING CLUB, INC. and the mailing address of this corporation is 4200 W. Cypress Street, Suite 800, Tampa, Florida 33607.

ARTICLE II. - Duration

This corporation shall have perpetual existence.

ARTICLE III. - Purpose

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1975) as presently enacted and as it may be amended from time to time.

ARTICLE IV. - Capital Stock

The maximum number of shares of stock which this corporation is authorized to issue at any time is:

(a) 10,000,000 shares of common stock, having a par value of \$.001 per share (the "Common Stock"); and

(b) 2,000,000 shares of preferred stock (the "Preferred Stock"). Subject to the limitations prescribed by law, the Board of Directors is authorized to provide for the issuance of any part or all of the shares of Preferred Stock in series, to adopt and file articles of amendment to the Articles of Incorporation which are effective without shareholder action in accordance with the requirements of law, and to determine, in whole or in part, the preferences, limitations, and relative rights of the shares of Preferred Stock.

The authority of the Board of Directors with respect to the shares of Preferred Stock, or any series thereof, shall include, but shall not be limited to, determination of the following:

- (i) the number of shares constituting a series and the distinctive designation of that series;
- (ii) the dividend rate, if any, on the shares of a series, whether dividends be cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
- (iii) whether a series shall have voting rights, in addition to the voting rights provided by law and, if so, the terms of such voting rights;
- (iv) whether a series shall have conversion privileges and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (v) whether or not the shares of a series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (vi) whether a series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms and amount of such sinking fund;
- (vii) the rights of the shares of a series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of a series; and
- (viii) any other relative rights, preferences, and limitation of a series.

ARTICLE V. - Initial Registered Office and Agent)

The street address of the initial registered office of this corporation is 4200 W. Cypress Street, Suite 800, Tampa, Florida 33607, and the name of the initial registered agent of this corporation at that address is James E. Wurdeman.

ARTICLE VI. - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Philip Cohen	8935 Easterling Drive Orlando, Florida 32819

ARTICLE VII. - Incorporator(s)

The name(s) and address(es) of the person(s) signing these Articles are:

<u>Name</u>	<u>Address</u>
James E. Wurdeman	4200 W. Cypress St., Suite 800 Tampa, Florida 33607

ARTICLE VIII. - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX. - Amendment

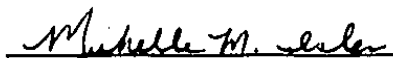
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 13th of March, 1995.


James E. Wurdeman

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of March, 1995, by James E. Wurdeman, who is personally known to me [or who has produced _____] as identification.


Notary Public
My commission expires: March 29, 1998



**CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS
FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Fla. Stat. 48.091, Petsville U.S.A. Shopping Club, Inc. desiring to organize under the laws of the State of Florida, hereby designates James E. Wurdeman, located at 4200 W. Cypress Street, Suite 800, Tampa, Florida 33607, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. 48.091(2) relative to maintaining an office for the service of process.



James E. Wurdeman

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FILED
95 MAR 15 11:10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA