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ACCOUNT NO. : 072100000032

REFERENCE : 571306 5312A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 3, 1995

ORDER TIME : 12:52 PM

ORDER NO. : 571306

CUSTOMER NO: 5312A

CUSTOMER: Jeffrey M. Dean, Esq  
ANNIS MITCHELL COCKEY  
EDWARDS & ROEHN, P.A.  
201 North Franklin  
Suite 2100  
Tampa, FL 33602

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-04/05/95--01001--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: UNIVERSAL PET PRODUCTS, INC.

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: T. BROWN APR - 5 1995

FILED  
95 APR - 4 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
UNIVERSAL PET PRODUCTS, INC.

FILED  
95 APR -4 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: UNIVERSAL PET PRODUCTS, Inc.  
The street address and mailing address of the Corporation is: 4918  
Oakshire Drive, Tampa, Florida 33625.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) 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.

(d) 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.

(e) 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.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) 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 any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties 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.

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

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation 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.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its

stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

##### Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 4918 Oakshire Drive Tampa, Florida 33625, and the name of its initial registered agent at such address is Mark A. LaRosa.

#### ARTICLE VII

##### Initial Board of Directors

This Corporation shall have three (3) directors 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>
Constance A. LaRosa	4918 Oakshire Drive Tampa, Florida 33625
Mark A. LaRosa	4918 Oakshire Drive Tampa, Florida 33625
Maricel R. Colon	17028 Winners Circle Odessa, Florida 33556

#### ARTICLE VIII

##### Incorporator

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Constance A. LaRosa	4918 Oakshire Drive Tampa, Florida 33625
Mark A. LaRosa	4918 Oakshire Drive Tampa, Florida 33625

#### ARTICLE IX

##### Bylaws

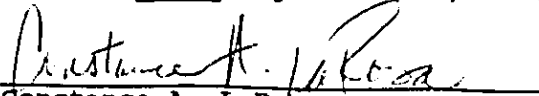
The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

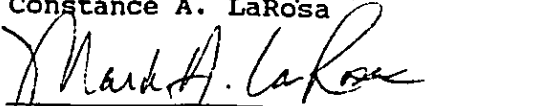
#### ARTICLE X

##### Amendment

These Articles of Incorporation may be amended in the manner provided by law.

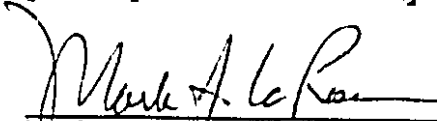
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 23 day of March, 1995.

  
Constance A. LaRosa

  
Mark A. LaRosa

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, 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.

  
Mark A. LaRosa

Dated: March 23, 1995

9999-056

FILED  
95 APR -4 AM 11:20  
SEC. OF STATE  
TALLAHASSEE, FLORIDA