

996000037217
TRANSMITTAL

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

TELEPHONE 480207
FAX 909/245-11032-013
*****78.75 *****78.75

SUBJECT: All American Pot, Inc.

Enclosed is an original and one (1) copy of the articles of
incorporation and a check for: 70.00

X \$78.75 \$122.50 \$131.25

From: Jay K. Daniels
6261 3rd Ave., South
St. Petersburg, Florida 33707
(813)345-7227

FILED
95 MAY -8 AM 8:14
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Article of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

All American Pot, Inc.

ARTICLE II PRINCIPAL OFFICE

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

Principal place: 5577 D 64th Way North
St. Petersburg, Florida 33709

Mailing Address: P.O. Box 41524
St. Petersburg, Florida 33743

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

FILED
95 MAY -8 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV INCORPORATOR(S)

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

Jay K. Daniels
5577 D 64th Way North
St. Petersburg, Florida 33709

ARTICLE V OFFICERS OF THE INCORPORATION

President: Jay K. Daniels
Vice President: John W. Hood

The undersigned incorporator has executed these Articles of Incorporation this FIFTH day of APR, 1995.


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: All American Pet, Inc.
2. The name and address of the registered agent and office is:

Jay K. Daniels
6261 3rd Ave., South
St. Petersburg, Florida 33707
(813)345-7227

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature


Date

FILED
95 MAY -8 AM 8:14
TALLAHASSEE, FLORIDA

P95000037217

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Amondmont to Articles of Incorporation
and Amondmont to Registered Office/Agent

Enclosed is an original and one (1) copy of the articles of amondmont
along with a check for \$ 35.00

From: John W. Hood
P.O. Box 41524
St. Petersburg, FL 33743
813/546-3553

FILED
1995 JUN -6 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300001507843
-06/07/95--01101--010
*****35.00 *****35.00

OK to file per
Lyn Turley

Name Change
LFT 6-15-95

FILED

1995 JUN -6 PM 2:42

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ALL AMERICAN PET, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

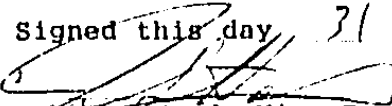
FIRST: Amendment(s) adopted: 1. ARTICLE I NAME: THE NAME OF THE CORPORATION SHALL BE: All American Pet Toy Company, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 5/31/95 .

FOURTH: Adoption of Amendment(s)
The amendment(s) was/were approved by the shareholders,
The number of votes cast for the amendments was/were
sufficient for approval.

Signed this day 31 of May, 1995.


John W. Hood, Vice President

STATEMENT OF CHANGE OR REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS

Pursuant to the provision of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered agent:

- 1a. The name of the Corporation is: All American Pet, Inc.
- 1b. The mailing address of the Corporation is: P.O. Box 41524
St. Petersburg, FL 33743
- 1c. Date of Incorporation: 5/4/95 Document No.:
2. The name and address of the current registered agent and office is:
Jay K. Daniels, 6261 3rd Ave., South, St. Petersburg, FL 33707.

FILED

1995 JUN -6 PM 2:42

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ALL AMERICAN PET, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of section 607.1006, Florida Statute, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: 1. ARTICLE I NAME: THE NAME OF THE CORPORATION SHALL BE: All American Pet Toy Company, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 5/31/95 .

FOURTH: Adoption of Amendment(s)
The amendment(s) was/were approved by the shareholders,
The number of votes cast for the amendments was/were
sufficient for approval.

Signed this day 31 of MAY, 1995.


John W. Hood, Vice President

STATEMENT OF CHANGE OR REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS

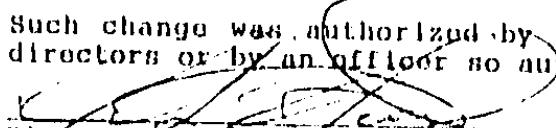
Pursuant to the provision of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered agent:

- 1a. The name of the Corporation is: All American Pet, Inc.
- 1b. The mailing address of the Corporation is: P.O. Box 41524
St. Petersburg, FL 33743
- 1c. Date of Incorporation: 5/4/95 Document No.:
2. The name and address of the current registered agent and office is:
Jay K. Daniels, 6261 3rd Ave., South, St. Petersburg, FL 33707.

3. The name and address of the now registered agent and office in:
John W. Hood, 5577 D 64th Way North, St. Petersburg, Florida 33709.

The street address of its registered office and the street address of
the business office of its registered agent, as changed, will be
identical.

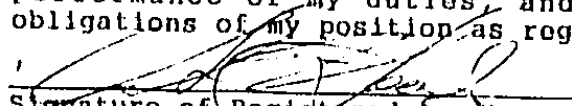
Such change was authorized by resolution duly adopted by its board of
directors or by an officer so authorized by the board.


Signature of an officer

5/21/85
Date

Printed name and title

Having been named as registered agent and to accept service of process
for the above stated corporation at the place designated in this
certificate. I hereby accept the appointment as registered agent and
agree to act in this capacity. I further agree to comply with the
provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.


Signature of Registered Agent

5/21/85
Date