

P95000057460

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OF COUNSEL:
T. PAINE KELLY, JR.
LEONARD L. KLEINMAN
JOHN G. PARE

July 20, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for:
Rainforest Pets, Inc.

600001544176
-07/24/95--01077--006
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed for filing, on behalf of **Rainforest Pets, Inc.**, are:

1. Articles of Incorporation (an original and one copy), and
2. Certificate of Designation/Registered Agent.

Please file the Articles of Incorporation and Certificate of Designation and return a "filed copy" to me in the enclosed self-addressed, stamped envelope.

Also enclosed is a check for \$70.00 representing the \$35.00 filing fee for the Articles of Incorporation and the \$35.00 filing fee for the Certificate of Designation/Registered Agent.

Please call me if you have any questions or need additional information.

Very truly yours,

Marilyn D. Sandborn

Marilyn Drivas Sandborn

MDS:pjs:[3:0209997.01]

Enclosures

cc: Ms. Leigh Toborowsky w/o enclosures

FILED
95 JUL 24 PM 3:27
TALLAHASSEE, FLORIDA

44
7-25-95

**ARTICLES OF INCORPORATION
OF
RAINFOREST PETS, INC.**

FILED
95 JUL 24 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of RAINFOREST PETS, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is: RAINFOREST PETS, INC.

ARTICLE II

Commencement of Existence

The existence of the corporation shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

Purpose

This corporation is formed to engage in (i) consulting and related activities which are related, directly or indirectly, to the care and treatment of animals and (ii) any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration

The term of existence of the Corporation is perpetual.

ARTICLE V
Authorized Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.10 per share. The Corporation, as authorized by the board of directors may issue shares for any consideration described in Section 607.0621, Florida Statutes or otherwise provided by law.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: **2454 Brandon Boulevard, Brandon, Florida 33511-4717**, and the name of the corporation's initial registered agent at that address is **LEIGH TOBOROWSKY**.

ARTICLE VII
Mailing Address and Address of Principal Office

The mailing address and the principal office of the Corporation is: **2454 Brandon Boulevard, Brandon, Florida 33511-4717**.

ARTICLE VIII
Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1) director. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Leigh Toborowsky	4004 Robinson Road Valrico, Florida 33594

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Leigh Toborowsky	4004 Robinson Road Valrico, Florida 33594

ARTICLE X
Subchapter S Election: Mandatory Distributions

In the event this corporation elects to be treated as an S Corporation pursuant to the Internal Revenue Code, of 1986, as amended (the "Code"), and as long as the corporation's election to be an S Corporation is in effect, this Article X shall apply.

While its election to be an S Corporation is in effect, the corporation shall make to each shareholder a cash distribution at least equal in amount to an amount equal to the estimated federal and state income taxes attributable to such shareholder's pro rata share of the corporation's (i) terms of income (including tax exempt income), loss, deduction or credit, the separate treatment of which could affect the liability for tax of such shareholder and (ii) the non-separately computed income or loss, as more specifically provided in Section 1366(a) of the Code. This estimated tax liability, which shall be computed by the accountant who regularly prepares the corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable income for the taxable year in question. Unless prevented from making any distributions under applicable state law, or the shareholders unanimously otherwise agree, the total amount of the minimum mandatory dividend required by this Section shall be declared and paid no later than March 15 of the calendar year following the close of the corporation's taxable year. The total pro rata distributions already made to the shareholders during the applicable taxable year of the corporation shall be taken into account in determining the amount, if any, of additional distributions after the end of such year that must be made by March 15th in order to meet the requirement of this Section.

If the election to be an S Corporation is revoked or terminated, the corporation, during the post-termination transition period, as defined in Section 1377(b) of the Code, shall declare and pay pro rata cash distributions equal, in the aggregate, to the balance of the corporation's accumulated adjustments account, as defined in Section 1368 of the Code, except to the extent the shareholders unanimously agree to the election authorized by Section 1371(e)(2) of the Code or unless prevented from doing so by law.

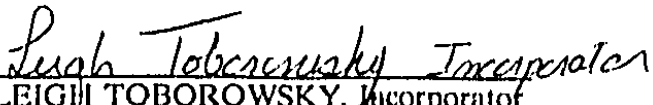
ARTICLE XI
Bylaws

Either the board of directors or the shareholders may adopt, alter, or repeal bylaws; provided, however, (i) the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors; and (ii) any bylaw pertaining to "mandatory distributions" may only be amended or repealed with the unanimous consent of the shareholders.

ARTICLE XII
Amendments

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation; however, the unanimous consent of the shareholders entitled to vote is required to amend Article X of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 19 day of July, 1995.


LEIGH TOBOROWSKY, Incorporator

[0209997.01]

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 JUL 24 PM 3:27
SECRET
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501, 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: **RAINFOREST PETS, Inc.**
2. The name and address of the registered agent and office is:

Leigh Toborowsky
2454 Brandon Boulevard
Brandon, Florida 33511-4717

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:

Leigh Toborowsky, Registered Agent
LEIGHTOBOROWSKY, Registered Agent

Date:

July 19, 1995

[0209997.01]

SHEAR, NEWMAN, HAHN & ROSENKRANZ
PROFESSIONAL ASSOCIATION
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OF COUNSEL
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JOHN C. PARÉ

P95000057460

September 15, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Change of Address for:
Rainforest Pets, Inc.
Document Number: P95000057460
Our File No. T106-7616

Dear Sir or Madam:

Please note that the mailing address and the principal office of **Rainforest Pets, Inc.**,
is now changed to :

3401 Henderson Boulevard, Suites H & I
Tampa, FL 33609

Please call me if you have any questions or need additional information.

Very truly yours,

Marilyn D. Sandborn

Marilyn Drivas Sandborn

MDS:pjs[0219896.WP]

ult 9/20

P95000057460

_____ Rainforest Pets Inc _____
_____ 3400 Henderson Blvd. _____
_____ Tampa, FL 33609 _____

OFFICE USE ONLY

600001595676
-09/27/95--01075--008
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 27 PM 1:58

OCT - 5 1995

Examiner's Initials _____

Florida Department of State, Sandra B. Mortham, Secretary of State

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

Pursuant to the provisions 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 office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Rainforest Pets, Inc.

1b. The mailing address of the corporation is: 3401 Henderson Boulevard, Suites H & I,
Tampa, FL 33609

1c. Date of incorporation: 7/24/95 Document number: P95000057460

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

Leigh Toborowsky
2454 Brandon Boulevard
Brandon, Florida 33511-4717

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Leigh Toborowsky
3401 Henderson Boulevard, Suites H & I
Tampa, FL 33609

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.

Leigh Toborowsky President Sept. 25, 1995
(Signature of an officer, chairman or vice chairman of the board) (Date)

Leigh Toborowsky, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Leigh Toborowsky, Pres.
(Signature of Registered Agent)

Sept. 25, 1995
(Date)

If signing on behalf of an entity:

LEIGH TOBOROWSKY, PRES.
(Typed or Printed Name)

President
(Capacity)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 27 PM 1:58