

99500058651
Borghetti & Valenty

The Summit Building - 13575 58th St. N. Box 188 • Clearwater, FL 34620 •
(813) 538-7720 / (813) 536-7877 • Fax: 531-0903

July 21, 1995

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

Dear Sirs/Ladies:

Enclosed please find two copies of the Articles of Incorporation of FAMILY PET CENTERS II, INC. a Certificate Designating Place of Business or Domicil for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served, and a check made payable to the Secretary of State in the amount of \$131.25.

Please send the Certified copy of the Articles, the Certificate of Incorporation, and a Certificate of Status to:

ANNE F. BORGHETTI, Esq.
13575 58th St. N.
Box 188
Clearwater, FL 34620-3721

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-07/27/95--01045--002
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If there are any questions, or problems please do not hesitate to contact me.

Very truly yours,

ANNE F. BORGHETTI

7/21/95


ARTICLES OF INCORPORATION
OF
FAMILY PET CENTERS II, INC.

ARTICLE I NAME

The name of the corporation is FAMILY PET CENTERS II, INC..

ARTICLE II PRINCIPAL OFFICE

The principal office of the Corporation is at 4040 44th Avenue North, St. Petersburg, Florida 33714..

ARTICLE III DURATION

The Corporation shall have perpetual existence.

ARTICLE IV PURPOSES

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V POWERS

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of

the Corporation,

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes

ARTICLE VI CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is Seventy-five Thousand (75,000). The par value of each share of stock is one tenth (10¢) dollar.

Section 2. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII COMMENCEMENT OF BUSINESS

The minimum amount of capital with which the Corporation will commence business is seven hundred- fifty (\$750.00) dollars.

ARTICLE VIII BOARD OF DIRECTORS

This Corporation shall have two (4) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE IX INITIAL DIRECTORS

The name and address of the initial directors of this Corporation are:

Dennis C. Moore, III
4040 44th Avenue N.
St. Petersburg, Fl 33714

Nancy Beck
6516 20th St. N.
St. Petersburg, Fl 33702

Robin L. Moore
4040 44th Avenue N.
St. Petersburg, Fl 33714

Robert Beck
6516 20th St. N.
St. Petersburg, Fl 33702

The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE X INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Dennis C. Moore, III
4040 44th Avenue North
St. Petersburg, FL 33714

ARTICLE XI INTERESTED DIRECTORS

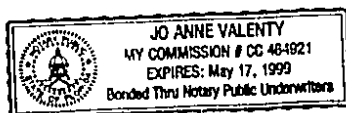
No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the Interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on this 21 day of July, 1995.

Dennis C. Moore
DENNIS C. MOORE, III

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21 day of July, by, Dennis C. Moore, who is personally known to me or who has produced driver's license as identification and who did not take an oath.



[Signature]
Notary Public - Jo Anne Valenty


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **FAMILY PET CENTERS II, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 4040 44th Avenue North, St. Petersburg, Florida 33714, Pinellas County, State of Florida, has named Dennis C. Moore, III, located at 4040 44th Avenue North, St. Petersburg, Florida 33714, Pinellas County, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open



DENNIS C. MOORE, III
Registered Agent

P95000058651

Borghetti & Valenty

The Summit Building - 13575 58th St. N. Box 188 • Clearwater, FL 34620 •
(813) 538-7720 / (813) 536-7877 • Fax: 531-0903

August 10, 1995

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

100001560761
-08/15/95--01085--009
*****35.00 *****35.00

Re: FAMILY PET CENTERS II, INC.
Document Number: P95000058651

Dear Sirs/Ladies:

Enclosed please find Dissolution by Incorporator and a check made payable to the Secretary of State in the amount of \$35.00.

If there are any questions, or problems please do not hesitate to contact me.

Very truly yours,

Anne F. Borghetti
ANNE F. BORGHETTI

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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jv/AFB
Enclosures

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N. HENDRICKS AUG 16 1995

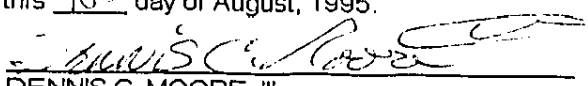
DISSOLUTION BY INCORPORATOR
OF
FAMILY PET CENTERS II, INC.

COMES NOW, DENNIS C. MOORE, III, sole Incorporator and a majority of the incorporators of FAMILY PET CENTERS II, INC., and hereby dissolves the corporation pursuant to Chapter 607.1401 Florida Statute, and says:

- (1) That the name of the corporation is FAMILY PET CENTERS II, INC.;
- (2) That the Articles of Incorporation were filed on July 27, 1995;
- (3) That none of the corporation's shares have been issued;
- (4) That no debt of the corporation remains unpaid;
- (5) That a majority of the incorporators authorized the dissolution.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Dissolution of the corporation on this 10th day of August, 1995.


DENNIS C. MOORE, III

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to and subscribed before me this 10th day of August, 1995, by Dennis C. Moore, III, who was personally known to me or produced an ID card as identification.




Notary Public, State of Florida
Jo Anne Valenty
Commission NO.: CC 464921
My Commission Expires: May 17, 1999.