

## PADGETT BUSINESS SERVICES

040 East Ocean Avenue Suite B • Boynton Beach, FL 33435 • (407) 734-3222 • fax (407) 734-3222

# P95000062841

June 3, 1995

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

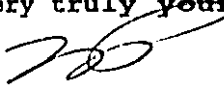
Gentlemen:

PET DEN, INC.

Attached are the Articles of Incorporation and the proper fees.

Please issue a certificate of Incorporation and return it directly to **PADGETT BUSINESS SERVICES** at the above address.

Very truly yours,

  
THEODORE V. PEYKOFF

Attachments

70000156257  
-08/16/95--01097--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

W95-15387

SHARON L. TALA

AUG 15 1995

FILED  
95 AUG 15 PM 1:53  
TALLAHASSEE, FLORIDA  
DIVISION OF STATE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 7, 1995

THEODORE V. PEYKOFF  
PADGETT BUSINESS SERVICES  
640 E. OCEAN AVE., STE. 8  
BOYNTON BEACH, FL 33435

SUBJECT: PET DEN, INC.  
Ref. Number: W95000015387

*Sharon*  
*I had my client send*  
*the check directly to*  
*you based on our*  
*conversation*  
*Ted Peck*  
*8/11/95*

We have received your document for PET DEN, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent	
Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 695A00036817

## ARTICLES OF INCORPORATION

We, the Undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the **STATE OF FLORIDA** providing for the formation, liability, rights, privileges and immunities of corporation for profit.

### ARTICLE I, NAME

The name of the Corporation shall be:

PET DEN, INC.

### ARTICLES II, NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida

### ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred(500) shares of common stock, of One Dollar (\$1.00) par value.

### ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than five hundred dollars(\$500).

### ARTICLE V, TERM OF EXISTENCE

This corporation is to have perpetual existence.

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TALLAHASSEE, FLORIDA

#### **ARTICLE VI, ADDRESS**

The initial address in the State of Florida of the principal offices of the Corporation shall be:  
1025 North Federal Highway  
Delray Beach, FL 33444

The Board of Directors may from time to time move the Principal Offices of the Corporation to any other address in Florida.

#### **ARTICLE VII, INITIAL BOARD OF DIRECTORS**

This Corporation shall have one Director(s) initially.

The number of Directors may be either increased or diminished by the by-laws adopted by the shareholder(s) but shall never be less than one. The name and address of the initial Director(s) of this Corporation are:

Dennis Hatch  
1025 North Federal Highway  
Delray Beach, FL 33444

#### **ARTICLE VIII, INCORPORATOR(S)**

The names and address of the incorporator(s) are:

Dennis ~~Hatch~~ Hatch  
1025 North Federal Highway  
Delray Beach, FL 33444

#### **ARTICLE IX, BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE X, AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder(s) is subject to this reservation.

**ARTICLE XI, S CORPORATION**

This Corporation may be an S Corporation as defined by the Internal Revenue Code so that profits are taxed directly to the shareholders on a pro rata basis.

**ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 607.325, Florida Statutes, the following is submitted:

The Corporation has named Dennis Hatch who is located at 1025 North Federal Highway, Delray Beach, Fl 33444 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper performance of my duties, and I accept the duties and obligations of Florida Statutes.

Signed X

date



6/29/95

FILED  
95 AUG 15 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

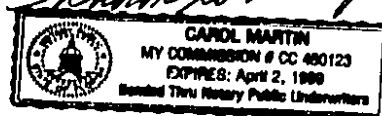
In witness whereof, the undersigned, as subscribing incorporator(s), have hereunto set our hands and seals this 29 day of JUNE for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of State, Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

*[Signature]*

SWORN TO AND  
SUBSCRIBED BEFORE ME  
THIS 29 DAY OF

JUNE 1995

*Carol Martin / Carol Martin*  
*known to me personally*



FILED  
95 AUG 15 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

P95000062841

OFFICE  
THOMAS J. WOOLLEY, JR.  
PROFESSIONAL ASSOCIATION  
FIRST FINANCIAL PLAZA, SUITE 408  
639 EAST OCEAN AVENUE  
BOYNTON BEACH, FLORIDA 33405

MAILING ADDRESS:  
POST OFFICE DRAWER JJ  
BOYNTON BEACH, FLORIDA 33425

April 7, 1997

TELEPHONE (861) 737-4818  
TELECOPIER (861) 737-4818

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

Re: Pet Den, Inc.

Dear Sir/Madam:

Enclosed kindly find the following:

1. Articles of Amendment to Articles of Incorporation of Pet Den, Inc.;
2. Unanimous Consent of Shareholders and Directors of Pet Den, Inc. in Lieu of Special Meeting;
3. Check in the amount of \$35.00 made payable to Secretary of State representing the filing fee; and
4. A copy of the Articles of Amendment together with a return envelope.

Thank you for your assistance in this regard.

Sincerely,



THOMAS J. WOOLLEY, JR.

TJW/slr

Enclosures

FILED  
97 APR 10 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
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-04/10/97--01054--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

N/C

VS APR 17 1997

**ARTICLES OF AMENDMENT  
OF  
PET DEN, INC.**

The undersigned corporation, in accordance with the Florida General Corporation Act and its By-Laws, hereby adopts the following Articles of Amendment:

**ARTICLE I**

The name of the corporation is: PET DEN, INC.

**ARTICLE II**

Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

**"ARTICLE I"**

"The name of this corporation is: PRIME PETS, INC.

**ARTICLE III**

The Amendment has been adopted by written consent of all of the Directors and all of the Shareholders of the corporation, pursuant to Section 607.1006, Florida Statutes.

The effective date of such Consent and of this Amendment is as of the date hereof. A copy of such written Consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation on this 1<sup>st</sup> day of April, 1997.

ATTEST:

  
DENNIS HATCH  
Secretary

PET DEN, INC.

  
DENNIS HATCH  
President

FILED  
APR 10 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this  
7th day of April, 1997 by DENNIS HATCH, as President and  
Secretary, of PET DEN, INC., a Florida corporation, on behalf of  
the corporation.

  
NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:



**UNANIMOUS CONSENT OF SHAREHOLDERS AND DIRECTORS  
OF PET DEN, INC.  
IN LIEU OF SPECIAL MEETING**

This Consent shall be in lieu of a special meeting of the Directors and Shareholders of PET DEN, INC.

The undersigned, being the sole Shareholder and sole member of the Board of Directors of PET DEN, INC., acting without meeting pursuant to the Florida General Corporation Act and the By-Laws of the Corporation, does hereby consent to the amendment of Article I of the Articles of Incorporation so as to change the name of the corporation to PRIME PETS, INC. and approve and adopt the foregoing Articles of Amendment.

DATED: April 7<sup>th</sup>, 1997.

  
DENNIS HATCH

P95000062841

OFFICE  
THOMAS J. WOOLLEY, JR.  
PROFESSIONAL ASSOCIATION  
FIRST FINANCIAL PLAZA, SUITE 400  
630 EAST OCEAN AVENUE  
BOYNTON BEACH, FLORIDA 33408

MAILING ADDRESS:  
POST OFFICE DRAWER JJ  
BOYNTON BEACH, FLORIDA 33425

April 7, 1997

TELEPHONE (888) 737-4810  
TELECOPIER (888) 737-4810

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

Re: Pet Den, Inc.

Dear Sir/Madam:

Enclosed kindly find the following:

1. Articles of Amendment to Articles of Incorporation of Pet Den, Inc.;
2. Unanimous Consent of Shareholders and Directors of Pet Den, Inc. in Lieu of Special Meeting;
3. Check in the amount of \$35.00 made payable to Secretary of State representing the filing fee; and
4. A copy of the Articles of Amendment together with a return envelope.

Thank you for your assistance in this regard.

Sincerely,



THOMAS J. WOOLLEY, JR.

TJW/slr

Enclosures

N/C

V8 APR 17 1997

FILED  
97 APR 10 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
3000012139173-12  
-04/10/97--01054--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

ARTICLES OF AMENDMENT  
OF  
PET DEN, INC.

The undersigned corporation, in accordance with the Florida General Corporation Act and its By-Laws, hereby adopts the following Articles of Amendment:

ARTICLE I

The name of the corporation is: PET DEN, INC.

ARTICLE II

Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I"

"The name of this corporation is: PRIME PETS, INC.

ARTICLE III

The Amendment has been adopted by written consent of all of the Directors and all of the Shareholders of the corporation, pursuant to Section 607.1006, Florida Statutes.

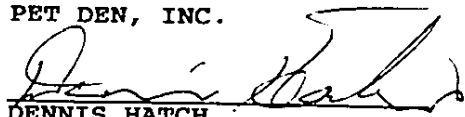
The effective date of such Consent and of this Amendment is as of the date hereof. A copy of such written Consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation on this 14th day of April, 1997.

ATTEST:

  
DENNIS HATCH  
Secretary

PET DEN, INC.

  
DENNIS HATCH  
President

FILED  
APR 10 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this  
1<sup>st</sup> day of April, 1997 by DENNIS HATCH, as President and  
Secretary, of PET DEN, INC., a Florida corporation, on behalf of  
the corporation.

Sharon L. Royal  
NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:




**UNANIMOUS CONSENT OF SHAREHOLDERS AND DIRECTORS  
OF PET DEN, INC.  
IN LIEU OF SPECIAL MEETING**

This Consent shall be in lieu of a special meeting of the Directors and Shareholders of PET DEN, INC.

The undersigned, being the sole Shareholder and sole member of the Board of Directors of PET DEN, INC., acting without meeting pursuant to the Florida General Corporation Act and the By-Laws of the Corporation, does hereby consent to the amendment of Article I of the Articles of Incorporation so as to change the name of the corporation to PRIME PETS, INC. and approve and adopt the foregoing Articles of Amendment.

DATED: April 7<sup>th</sup>, 1997.

  
DENNIS HATCH