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TRANSMITTAL LETTER

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

4000001568234
-08/17/95--01037--005
*****78.75 *****78.75

SUBJECT: Planet Pet Inc.
(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Stephen Dorozenski
Name (printed or typed)

1102 22nd. N.
Address

Naples, Florida 33940
City, State & Zip

941-262-6948
Daytime Telephone number

SN
8/17/95

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

55 AUG 17 PM 2:05

FILED

NOTE: Please provide the original and one copy of the articles.

CERTIFICATE OF INCORPORATION

OF

PLANET PET INC.

FILED
95 AUG 17 PM 2:05
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation, organized under the Laws of the State of Florida, by and under the provisions of the Laws of said State, providing for the formation, liabilities, rights, privileges and the immunities of a corporation for profit.

FIRST: The name of the corporation will be: Planet Pet Inc.
and its business shall be carried on in Collier County, Florida, and also within and without the State of Florida and in the United States of America and Foreign Countries as may from time to time be deemed desirable or expedient.

The principal place of business of the corporation shall be in:
1102 22nd. Ave. N.
Naples, Florida 33940

SECOND: The general nature of the business and objects and purposes to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz

1. To engage in the business of selling pet products
2. To maintain offices in connection with said business and to build or construct buildings in connection with its business.
3. In general, to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its properties.
4. To acquire or undertake all or any part of the business assets and liabilities of any person, firm or association or corporation.
5. This corporation may maintain houses or agencies, conduct this business or any part thereof, purchase, lease or otherwise acquire, hold, mortgage, convey and assign real or personal property, and do all or any of the acts herein set forth outside the State of Florida as well as within the said State.
6. To manage, supervise, operate, control or lease, let and sublet any or all apartments, office buildings, dwelling houses, hotels, motels, resorts, properties and all kinds and character of property of every nature whatsoever.
7. To manufacture, purchase or otherwise acquire, and to own and to mortgage, pledge, sell assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, ware, merchandise and other personal property of any and every class and description whatsoever.
8. To buy, sell, manufacture, repair, alter and exchange, let or hire export and deal in all kinds or articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with, in connection with any of the said businesses.
9. To guarantee, to acquire by purchase, subscription or otherwise hold for investment, or otherwise, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds,

securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote for any and all purposes; to aid by loan, subsidy, guaranty, or in any manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities, or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

10. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in any formation of any corporation, domestic or foreign.

11. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments, or other bodies.

12. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease mortgage or to otherwise dispose of, letters, patents of the United States of America or of any foreign country, patents, patent rights licenses and privileges, inventions, improvements and processes, copyrights, trade marks, and trade names or pending applications therefore, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

13. To borrow money and to contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for property acquired for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to see, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious; subject however to the provisions of Article III thereof.

14. To acquire by purchase, subscription or otherwise and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

15. To have one or more officers conduct its business and promote its objects within and without the State of Florida, in other States, the District of Columbia, the territories, possessions and dependencies of the United States of America and in foreign countries, without restriction as to place or amount.

16. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and the benefit of the corporation, as principal, agent,

director, trustee, or otherwise, and in general, either alone or in association with corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any amendment thereof. The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

17. Any meeting of the stockholders or directors may be held within or without the State of Florida at such places as the By-laws or the Board of Directors may designate.

18. The corporation may keep the books of the corporation outside the State of Florida, except as may otherwise be provided by law.

19. The corporation shall have full power and authority to enter into contracts or arrangements with any government or authority, National, State or Municipal, local or otherwise, conducive to any of the purposes of this corporation.

20. To make By-Laws not inconsistent with the Constitution or Laws of the United States of America or of this State or with these Articles of Incorporation.

21. Subject to the provisions of law, the corporation may purchase or otherwise acquire, hold and re-issue the shares of its capital stock.

THIRD: The maximum number of shares which this corporation is authorized to have outstanding at any time shall be One Hundred (100) of no par value stock.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Corporation. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much capital stock as the Directors of the corporation may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than One Thousand Dollars (1000.00)

FIFTH: The corporation is to have perpetual existence.

SIXTH: The names and post office addresses of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the Act of the Legislature approved June 1, 1925, and as amended by Florida Statutes 1941 and 1943, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME AND ADDRESS</u>	<u>SHARES OF COMMON NO PAR STOCK AND THE VALUE OF THE CONSIDER- ATION THEREFORE, WHICH HE AGREES TO TAKE</u>
Lee A. Dorozenski	50
Stephen W. Dorozenski	50
1102 22nd. Ave. N.	
Naples, Florida 33940	

SEVENTH: In furtherance and not in limitation of the powers conferred by the Laws of the State of Florida, the Board of Directors is hereby especially authorized:

1. To make and alter the By-Laws at pleasure.
2. To fix the amount to be reserved as working capital and to authorize and cause to be executed, mortgages, liens upon the property and franchises of this corporation.

EIGHTH: The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article VII hereof to any person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the Laws of the State of Florida, and the execution of the necessary instruments of assignment.

The number of Directors of the corporation may be increased or decreased to no less than One (1) as may be provided by the By-Laws. The By-Laws may prescribe the number of Directors necessary or constitute a quorum of the Board of Directors which may be less than the majority of the whole Board of Directors. In case of a vacancy in the Board of Directors through death, resignation, disqualification, or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of a majority then in office.

In furtherance and not in limitation of the powers conferred by statute the Board of Directors is expressly authorized:

1. Subject to the By-Laws, if any, adopted by the stockholders, to make, alter, amend or repeal the By-Laws of the corporation.
2. If the By-Laws so provide, to designate by resolution two or more of their number to constitute an Executive Committee, which committee, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise any and all of the powers of the Board of Directors in the management of the business, affairs and property of the corporation during the intervals between the meetings of the Board of Directors so far as may be permitted by law.
3. From time to time to determine whether and to what extent and at which times and place and under what conditions and regulations and accounts and books of the corporation (other than stock ledger) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of the corporation except as conferred by statute, unless authorized by a resolution of the Stockholders or Directors.

The corporation may at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including its good will, and its corporate franchise or any property or assets essential to its corporate business, upon such terms and conditions, either for cash for the securities of any other corporation or corporations, or for such other consideration as its Board of Directors may deem expedient and for the best interest of the corporation when and as authorized by the affirmative vote of a majority of the stock of each class issued and outstanding given at a stockholder's meeting duly called for that purpose, or when authorized by written consent of the holders of record of a majority of the stock of each class and outstanding.

Both stockholders and Directors shall have power, if the By-Laws so provide, to hold their meetings either within the State of Florida, to have one or more offices and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, within or without the

State of Florida, within or without the State of Florida at such places as may from time to time be designated by the Board of Directors.

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director or Officer or are the Directors or Officers of such other corporation, and any Director or Directors, individually or jointly may be a party or parties, to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is Director of such subsidiary or controlled company.

NINTH: The business of said corporation shall be conducted by a Board of Directors as above mentioned as may be provided by the By-Laws of said corporation, and the following Officers, to wit: the President, the Vice-President, the Secretary-Treasurer, providing that the same person may hold the offices of Secretary-Treasurer. The members of said Board of Directors shall be elected at an annual meeting of the stockholders of said corporation, each and every year, during the month of January and said Officers shall be elected by the members of the Board of Directors.

The names and post office addresses of the Board of Directors who are to conduct the business of the corporation until those elected at the first annual election are qualified as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lee A. Dorozenski	1102 22nd. Ave. N. Naples, Florida 33940
Stephen W. Dorozenski	1102 22nd. Ave. N. Naples, Florida 33940

The highest amount of indebtedness or liability to which this corporation can at any time subject itself is unlimited.

TENTH: The names and address of the Officers of the corporation until the election at the first annual election of Officers and their qualifications are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Lee A. Dorozenski	1102 22nd. Ave. N. Naples, Florida 33940	President
Stephen W. Dorozenski	1102 22nd. Ave. N. Naples, Fl. 33940	Secretary- Treasurer

ELEVENTH: Cumulative voting may be permitted by the terms of the By-Laws.

TWELFTH: The resident agent of said corporation shall be Stephen W. Dorozenski whose address is 1102 22nd. Ave. N. Naples Florida 33940 Collier County

 (SEAL)
Stephen W. Dorozenski

AFFIDAVIT

STATE OF FLORIDA

SS:

COUNTY OF COLLIER

BEFORE ME, the undersigned authority personally appeared Lee A. Dorozenski, who after being duly sworn upon her oath, deposes and says:

1. That she is a subscriber to Planet Pet Inc., a corporation organized and existing under the laws of the State of Florida;

2. That as of this date there is no stock book and no corporate seal for said corporation;

3. That pursuant to the Articles of Incorporation of Planet Pet Inc., affiant is the owner of 50 shares of stock in said corporation and an additional 50 shares of stock in said corporation have been pledged or promised to other persons.

FURTHER AFFIANT SAYETH NOT

Lee A. Dorozenski (SEAL)
Lee A. Dorozenski

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 15th DAY OF August,
19 95.

Arthur W. Jacob
Notary Public
My commission expires:

ARTHUR W. JACOB
My Commission CC263539
Expires Mar. 09, 1997
Huckleberry Associates Inc
800-422-1555



ARTHUR W. JACOB
My Commission CC263539
Expires Mar. 09, 1997
Huckleberry Associates Inc
800-422-1555

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

PURSUANT TO THE PROVISIONS OF SECTION 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: PLANET PET INC.

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

Stephen Dorozenski
(NAME)

1102 22nd. N.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Naples, Florida 33940
(CITY/STATE/ZIP)

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.

Stephen Dorozenski
(SIGNATURE)
Stephen Dorozenski

Aug 15 1995
(DATE)

95 AUG 15 2:05
TALLAHASSEE
STATE OF FLORIDA