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TALLAHASSEE, FLORIDA

Family Delights Foods Inc.
1750 University Drive, Ste. 225
Coral Springs, FL 33071

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****122.50 ****122.50

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

RE: PET BRANDS, INC.

Gentlemen:

Enclosed please find the Articles of Incorporation for the aforementioned new corporation. Enclosed please find my check in the amount of \$122.50, for the filing fee, certified copy fee, registered agent fee and charter tax.

Should any of this be lacking in order to comply with the laws of the State of Florida, please do not hesitate to contact me.

Very truly yours,

[Signature]
Title *GENERAL Mgr.*

/rc1

Enclosures

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ARTICLES OF INCORPORATION
OF
PET BRANDS, INC.

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ARTICLE I - NAME

SEC.
TALLAH. FLORIDA

The name of this Corporation is Pet Brands, Inc., the mailing address is 1750 University Drive, Suite 225, Coral Springs, Florida 33071.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of stock \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1750 University Drive, Suite 225, Coral Springs, Florida 33071. The name of the initial Registered Agent of this Corporation is Edward Pawlak.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 1750 University Drive, Suite 225, Coral Springs, Florida 33071. The name of the principal officer is Edward Pawlak.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) initial directors. The number of directors may increase from time to time by the By-Laws but shall never be less than three (3). The name and address of the initial directors of this Corporation are

Jeffrey Rubinstein
1750 University Drive
Suite 225
Coral Springs, Florida 33071

Robert Wagonner
1750 University Drive
Suite 225
Coral Springs, Florida 33071

Ralph Steckel
1750 University Drive
Suite 225
Coral Springs, Florida 33071

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles is:

Edward Pawlak
1750 University Drive, Suite 225
Coral Springs, Florida 33071

ARTICLE IX

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of August, 1995.

Edward Pawlak
EDWARD PAWLAK

STATE OF FLORIDA

COUNTY OF Broward

Before me, the undersigned authority, personally appeared EDWARD PAWLAK to me well known and known to me to be the person described in and who acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of August, 1995.

Notary Public

My Commission



SENIN ACEVEDO
COMMISSION # CC 487953
EXPIRES AUG 13, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Senin Acevedo
SENIN ACEVEDO

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

29th IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of AUGUST, 1995.

Edward Pawlak
EDWARD PAWLAK

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TALLAHASSEE FLORIDA