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LAW OFFICES

COX & REYNOLDS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
SAVINGS OF AMERICA BUILDING, 10TH FLOOR
4875 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

TELEPHONE (305) 491-5200
TELECOPIER (305) 491-0702

September 1, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: THE PET DEPOT, INC.

Ladies or Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation of The Pet Depot, Inc., together with a check in the amount of \$122.50. Please file the original and provide us with a certified copy of the filed Articles of Incorporation. A self-addressed stamped envelope is enclosed.

Thank you in advance for your consideration.

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-03/05/95--01076--018
****122.50 ****122.50

Very truly yours,

DOUGLAS H. REYNOLDS

DHR:pdI
Encls.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 SEP -5 AM 10:35

FILED

SEP 8 1995

ARTICLES OF INCORPORATION
OF
THE PET DEPOT, INC.

FILED
55 SEP - 5 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of this corporation is THE PET DEPOT, INC.

ARTICLE II.
DURATION

This corporation shall have perpetual existence.

ARTICLE III.
PURPOSE

This corporation is organized for all lawful purposes.

ARTICLE IV.
INITIAL ADDRESS

The initial address of this corporation is 9912 Glades Road,
Boca Raton, Florida 33434.

ARTICLE V.
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of
common stock at \$1.00 par value. The amount of capital with
which the corporation will begin business is \$1,000.00.

ARTICLE VI.
INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this corporation is DOUGLAS
H. REYNOLDS, and the initial registered office of that agent is
as follows:

4875 North Federal Highway
Fort Lauderdale, Florida 33308

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors/officers initially. The number of directors/officers may be increased from time to time by the By-Laws but never shall be less than one. The name and address of the initial directors/offices of this corporation are:

GLADYS ANGEL	President/Secretary
9912 Glades Road	
Boca Raton, Florida 33434	

ALBERT ANGEL	Vice President/Treasurer
9912 Glades Road	
Boca Raton, Florida 33434	

ARTICLE VIII.
INCORPORATOR

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

DOUGLAS H. REYNOLDS
4875 North Federal Highway
Fort Lauderdale, Florida 33308

ARTICLE IX.
INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE X.
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 1st day of September, 1995.

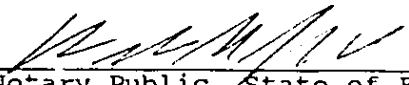

DOUGLAS H. REYNOLDS, Incorporator

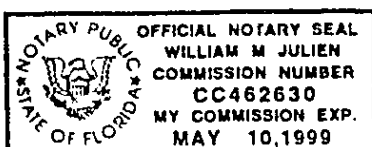
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared, DOUGLAS H. REYNOLDS, Incorporator, of THE PET DEPOT, INC., who is personally known to me or who has produced a valid driver's license, and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in State and County aforesaid this 1st day of September, 1995.

My Commission Expires:


Notary Public, State of Florida
at Large



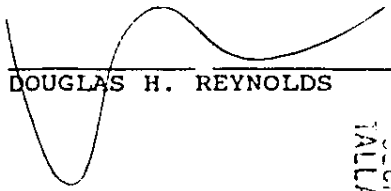
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Sections 48.091 and 607.034, Florida Statutes,
the following is submitted in compliance therewith:

That THE PET DEPOT, INC., desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in its Articles of Incorporation, in the City of Boca
Raton, County of Palm Beach, State of Florida, has named DOUGLAS
H. REYNOLDS, 4875 N. Federal Highway, Fort Lauderdale, Florida
33308 as its agent to receive service of process within this
State.

ACKNOWLEDGMENT:

Having been named to receive service of process for the
above-named corporation at the place designed in this
Certificate, I hereby agree to act in this capacity, and to agree
to comply with the provisions of said act relative to keeping
open said office this 21 day of September, 1995.


DOUGLAS H. REYNOLDS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

25 SEP -5 AM 10:35

FILED