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Leslie Howard Berger, J.D.
ATTORNEY AT LAW

2213 NORTH UNIVERSITY DRIVE
PEMBROKE PINES
HOLLYWOOD, FLORIDA 33024-3677

HOLLYWOOD (305) 962-9622
FORT LAUDERDALE 463-4633
MIAMI 620-0054

Fax (305) 962-9624

January 4, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

200001681702
-01/08/96--01080--007
*****70.00 *****70.00

RE: Hollywood Pets, Inc.

Dear Sir:

In connection with the above-captioned corporation, I enclose herewith the original and a copy of the Articles of Incorporation, together with my check for \$70.00 representing the cost of filing.

Please send a copy of the filed articles to the undersigned.

Thank you for your kind attention to this matter.

Very truly yours,


LESLIE HOWARD BERGER, J.D.

LHB/dr
enc.

FILED
56 JAN -8 PM 6:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED JAN 10 1996

ARTICLES OF INCORPORATION
OF
HOLLYWOOD PETS, INC.

FILED
JAN-8 PM 6:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of the corporation is:

HOLLYWOOD PETS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To breed, buy, sell, import, export and generally deal in pet or fancy animals, including among others, dogs, cats, birds, fowls, fish, fur-bearing animals, and every other kind of animal that is commonly known and regarded as a pet or fancy animal, and to wholesale and retail any and all foods and supplies having to do with said animals. For the purpose of properly conducting such business, to secure the necessary real estate and buildings, by lease, purchase or otherwise. To become associated with others, individuals, companies, or corporations for the purpose of improving the particular breeds raised bought and sold.

(b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and

same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(c) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(d) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind or building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction work.

(e) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commission agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

(f) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of in building supplies and equipment incidental to the construction business.

(g) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any other acts and things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing carrying out of the powers herein above specifically delegated or implied.

ARTICLE IV-CAPITAL STOCK

The capital stock of this corporation shall be divided into 1,000 shares of common stock of \$.10 par value. All said stock shall be payable in cash, property, labor or

services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be paid for with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:

2213 North University Drive

Pembroke Pines, Florida 33024

and the name of the initial registered agent of this corporation at that address is:

LESLIE HOWARD BERGER, J.D.

The principal mailing address and registered office of the corporation are one and the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

PHYLLIS SCHOENFELD

311 South Hollybrook Drive #108

Pembroke Pines, Florida 33025

ARTICLE VIII-INCORPORATOR

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

PHYLLIS SCHOENFELD

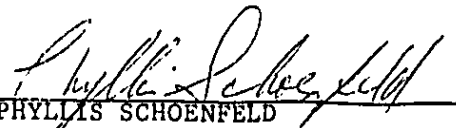
311 South Hollybrook Drive #108

Pembroke Pines, Florida 33025

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

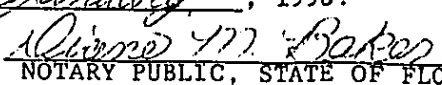
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 1st day of January 1996.


PHYLLIS SCHOENFELD

STATE OF FLORIDA :
COUNTY OF BROWARD : SS:

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared PHYLLIS SCHOENFELD to me personally known or who produced _____ as identification and known by me to be the person who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at said County and State this 1st day of January, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



DIANE M. BAKER
MY COMMISSION # 00205546 EXPIRES
JULY 18, 1997
OFFICE: 1111 N. 15th ST. FORT LAUDERDALE, FL 33304

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: HOLLYWOOD PETS, INC.
(must include suffix)

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

LESLIE HOWARD BERGER, J.D.

(Name)

2213 North University Drive

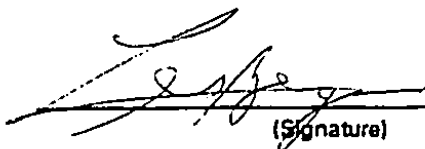
(Street address - P. O. Box not acceptable)

Pembroke Pines, Florida 33024

(City/State/Zip)

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96 JAN -8 PM 6:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature)

1/4/96
(Date)

Registered Agent filing fee \$35.00