

P96000012367

February 1, 1996

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

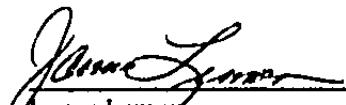
SUBJECT: UPS PETS, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for for \$ 70.00 for Registered Agent and filing fee.

FROM:

James Lemon
10520 Branchton Church Road, Thonotosassa, FL 33592
(813) 986-1326

Thank you.


James Lemon

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*****70.00 *****70.00

FILED
96 FEB -5 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTERED FEB 8 1996

ARTICLES OF INCORPORATION
OF
UPS PETS, INC.

FILED
96 FEB -5 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: UPS PETS, INC., where the principal office is: 10520 Branchton Church Road, Thonotosassa, FL 33592.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1200 shares of common stock having a none par value per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon approval of the State.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

James Lemon
10520 Branchton Church Road, Thonotosassa, FL 33592

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have 1 Director(s) initially. The number of Directors may be increased or diminished time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The names of the initial director(s) of this Corporation and their street address(es) are:

James Lemon
10520 Branchton Church Road, Thonotosassa, FL 33592

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Article of Incorporation as the Incorporator is:

James Lemon
10520 Branchton Church Road, Thonotosassa, FL 33592

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

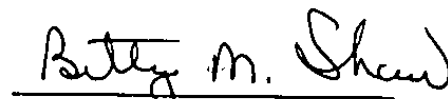
Feb 1 19 96 IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed on:


Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a notary Public, personally appeared James P. Lemon
to me known to be the person described as Incorporator and who executed the foregoing
Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of
Incorporation on:



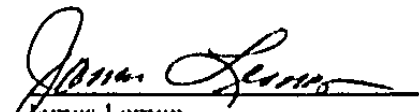

Notary Public State of Florida
My Commission expires:

DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 or 617.0501 of 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: UPS PETS, INC.
2. The name and address of Registered Agent and office is: James Lemon, 10520 Branchton Church Road, Thonotosassa, FL 33592.

Having been named as Registered Agent, the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to at 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.


James Lemon

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SECRETARY OF STATE
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