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February 28, 1996

Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, Florida 32311

EFFECTIVE DATE
12-28-96

Re: Bay Wholesale Pet & Veterinary Supply, Inc. No. 2
Bay Wholesale Pet & Veterinary Supply, Inc. No. 3
Bay Wholesale Pet & Veterinary Supply, Inc. No. 4

700001731007
-03/04/96--01089--002
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed are the following:

1. Articles of Incorporation for each of the above-referenced entities.
2. Acceptance by Registered Agent and Registered Office for each.
3. Three checks in the amount of \$70.00 each to cover filing fees for set of Articles.

Enclosed you will also find photocopies of the Articles. Please return the copies to me with the filing date stamped on each of them.

Very truly yours,

Kristopher E. Fernandez

Enclosures

FILED
96 MAR -4 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

202
3-5-96

ARTICLES OF INCORPORATION
OF

BAY WHOLESALE PET & VETERINARY SUPPLY, INC. NO. 2

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a for-profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of the Corporation is:

Bay Wholesale Pet & Veterinary Supply, Inc. No. 2

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TALLAHASSEE, FLORIDA
EFFECTIVE DATE
2-28-96

2. TERM OF EXISTENCE

The date when the corporate existence shall commence shall be February 28, 1996, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which the Corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The Corporation shall have the authority to issue 1000 shares of common stock, in one class only, each with a par value of \$1.00.

5. REGISTER AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS

The registered agent of the Corporation shall be Kristopher E. Fernandez, Esquire.

The registered office address shall be 307 South Boulevard, Suite D, Tampa, Florida 33606.

The principal place of business will be 2720 W. Kennedy Boulevard, Tampa, Florida 33609. The mailing address of the Corporation shall be the same.

6. BOARD OF DIRECTORS

The initial Board of Directors shall have two members whose names and addresses are as follows:

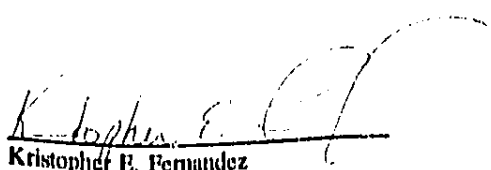
Robert Morito, Jr., 1565 Woodfield Court, Lutz, Florida 33649
Frank B. Alfano, 3308 W. Ohio Street, Tampa, Florida 33607

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

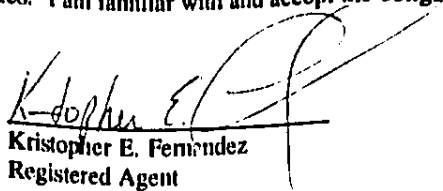
The incorporator of this Corporation is Kristopher E. Fernandez whose address is 307 S. Boulevard, Suite D, Tampa, Florida 33606.

28th In witness thereof, the undersigned Incorporator has executed these Article of Incorporation this day of February, 1996.


Kristopher E. Fernandez

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for Bay Wholesale Pet & Veterinary Supply, Inc. No. 2, at 307 South Boulevard, Suite D, Tampa, Florida 33606, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.


Kristopher E. Fernandez
Registered Agent

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TALLAHASSEE, FLORIDA