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EFFECTIVE DATE

4/5/96

April 5, 1996

Department of State  
Corporate Records Division  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Suncoast Pet Supply Distributors, Inc.

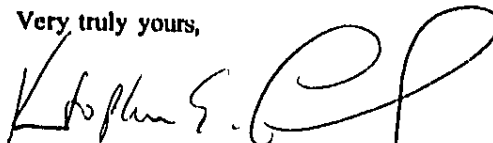
Dear Sir/Madam:

Enclosed are the following:

1. Articles of Incorporation for the above-referenced entity.
2. Acceptance by Registered Agent and Registered Office.
3. Check in the amount of \$70.00 to cover filing fees.

Enclosed you will also find a photocopy of the Articles. Please return the copy to me with the filing date stamped on it.

Very truly yours,



Kristopher E. Fernandez

Enclosures

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

SAB  
4/15/96

EFFECTIVE DATE  
4/5/96

ARTICLES OF INCORPORATION

OF

SUNCOAST PET SUPPLY DISTRIBUTORS, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

Suncoast Pet Supply Distributors, Inc.

2. TERM OF EXISTENCE

The date when the corporate existence shall commence shall be April 5, 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 2721 35th Street, Tampa, Florida 33605. 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 E. 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**

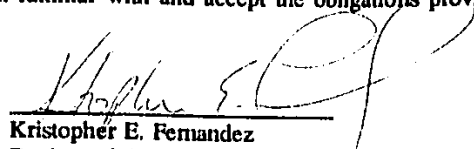
The incorporator of this Corporation is Kristopher E. Fernandez whose address is 307 S. Boulevard, Suite D, Tampa, Florida 33606.

In witness thereof, the undersigned incorporator has executed these Article of Incorporation this 5th day of April, 1996.

  
Kristopher E. Fernandez

**ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE**

Having been named Registered Agent and designated to accept service of process for Suncoast Pet Supply Distributors, Inc. 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 607.0501, Florida Statutes.

  
Kristopher E. Fernandez  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA