

5/20/96

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399

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FLORIDA DIVISION OF CORPORATIONS
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FROM: MIT PRODUCTS AND SERVICE, INC.
6555 NW 36TH ST
SUITE 301
VIRGINIA GARDENS FL 33166-

CONTACT: RAFAEL MOREL
PHONE: (305) 871-0008
FAX: (305) 871-0550

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CRITTERS 'N MORE, INC.

FAX AUDIT NUMBER: H96000007057

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

CRITTERS 'N MORE, INC.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CRITTERS 'N MORE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4301 S.W. 4TH ST.
MIAMI, FLORIDA 33134

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: 1000 SHARES, ONE DOLLAR PAR VALUE PER SHARE.

ARTICLE IV- PREEMPTIVE RIGHTS

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

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PREPARED BY: MIT PRODUCTS & SERVICE, INC.
6555 N.W. 36th St. Ste. 301
Miami, Fl. 33166
Phone (305) 871-0008

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ARTICLE V- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MAYRA C. ROSE
4301 S.W. 4TH ST.
MIAMI, FLORIDA 33134

ARTICLE VIINITIAL BOARD OF DIRECTOR(S)

This corporation shall have (2) (two) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) on this corporation is (are):

MAYRA C. ROSE
4301 S.W. 4TH ST.
MIAMI, FLORIDA 33134

ALEJANDRO URIARTE, JR.
4301 S.W. 4TH ST.
MIAMI, FLORIDA 33134

ARTICLE VIIOFFICER(S) AND SUBSCRIBER(S)

The officer(s) and subscriber(s) of this corporation is as follow:

MAYRA C. ROSE	PRESIDENT/DIRECTOR	80 SHARES
ALEJANDRO URIARTE, JR.	TREASURER/SECRETARY/ DIRECTOR	20 SHARES

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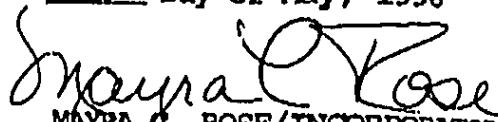
ARTICLE VIII

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

MAYRA C. ROSE
4301 S.W. 4TH ST.
MIAMI, FLORIDA 33134

The undersigned has (have) executed these Articles of Incorporation this
18TH Day of May, 1996


MAYRA C. ROSE/INCORPORATOR
Signature/ Title

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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.

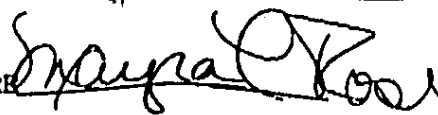
1. The name of the corporation is: CRITTERS 'N MORE, INC.
2. The name and address of the registered agent and office is:

MAYRA C. ROSE
(NAME)

4301 S.W. 4TH ST.
(ADDRESS)

MIAMI, FLORIDA 33134
(CITY/STATE/ZIP)

SIGNATURE

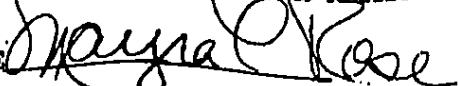


TITLE

DATE May 18, 1996

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

DATE May 18, 1996

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