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Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 14, 1996

J.C. O'STEEN 177 SALEM CT. TALLAHASSEE, FL 32301

SUBJECT: HOUSE OF PETS, INC. Ref. Number: W96000010178

We have received your document for HOUSE OF PETS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream Document Specialist

Letter Number: 696A00023805

ARTICLES OF INCORPORATION OF PETS UNLIMITED, INC.

ARTICLE I. Name of the Corporation

The name of the corporation is PETS UNLIMITED, INC.

ARTICLE II. Purpose

- 1. This corporation is organized for the purpose of engaging in the pet/animal business including but not limited to the following:
- 2. To act as consultants, advisors, investors or owners as it may be advisable.
- 3. To subsidize, manage, acquire or dispose of any company, corporation, partnership or business.
- 4. To take, receive, hold, alter, improve and/or convey real estate and personal property necessary for the purposes of the corporation and other real and personal property or assets, the income from which shall be applied to the purpose of the corporation; in accordance with applicable law; and to lease, mortgage, execute deeds of trust on; or sell or convey property of the corporation and for the further purpose of transacting any and all lawful business whatsoever.

ARTICLE III. Capital Stock

The corporation is authorized to issue 7,500 shares of stock, all of one class, at \$1.00 par value. 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 for that purpose.

ARTICLE IV. Capital

The amount of capital with which the corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V. Corporate Existence

This corporation shall exist perpetually.

ARTICLE VI. Address of Corporation

The address of the initial principal office is 2218 North Monroe Street, Tallahassee, Florida, 32303; and the name of the initial registered agent is J. C. O'Steen, whose street address is 177 Salem Court, Tallahassee, Florida, 32301. The Board of Directors may, from time to time, move the office to any other address.

ARTICLE VII. Number of Directors

The number of directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than two (2).

The corporation shall have three (3) directors initially.

ARTICLE VIII. Initial Directors

The names and addresses of the first Board of Directors are:

Name	Address	Office
ROBERT R. FURLOUGH	2218 North Monroe Street Tallahassee, Florida 32303	President
DAYNA M. FURLOUGH	2218 North Monroe Street Tallahassee, Florida 32303	Vice - President
LOUISE J. FURLOUGH	2218 North Monroe Street Tallahassee, Florida 32303	Secretary

ARTICLE IX. Self-Dealing

No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is or are interested in, or a director or directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be any way interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or corporation.

ARTICLE X. Repurchase of Stock

In the event of the death of any stockholder in this corporation, all shares of stock of this corporation owned by him immediately prior to his death shall be deemed to have been offered for sale, on the day prior to his death, to the corporation, and the corporation agrees to buy the same, provided there are no legal prohibitions, at the then book value.

ARTICLE XI. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII. Incorporators

The name and address of the person signing these Articles of Incorporation is:

J. C. O'Steen 177 Salem Court Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29H day of May, 1996.

J. O. O'STEEN, Incorporator

The undersigned, J. C. O'Steen, hereby accepts his appointment as Registered Agent of this corporation, by affixing his signature to these Articles of Incorporation this 29H day of May, 1996.

J. C. O'STEEN, Registered Agent

STATE OF FLORIDA

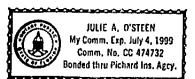
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared J. C. O'Steen, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and acceptance of designation as Registered Agent, respectively, and he acknowledged before me that he so executed this document.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid this ______ day of May, 1996.

Notary Public

My Commission Expires:



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