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7/12/96

FLORIDA DIVISION OF CORPORATIONS
ELECTRONIC FILING COVER SHEET

11:34 AM

DI DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINED STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: FAB-T CORP. AGENTS, INC.
8405 NW 52ND ST
SUITE C-100
MIAMI FL 33166-02-
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0039
FAX: (305) 592-9091

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BROTHER & SISTER PET STORE & GROOMING, INC.
FAX AUDIT NUMBER: H96000009702
DATE REQUESTED: 07/12/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$78.75
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TIME REQUESTED: 11:53:48
CERTIFICATE OF STATUS: 1
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(H96000009702)
** ENTER 'M' FOR MENU. **

FILED
96 JUL 15 PM 5:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~96 JUL 14 11:50~~
Stock:
691

[Signature]
7/15

RECEIVED
96 JUL 12 PM 12:59
DIVISION OF CORPORATIONS

07/12/00 14:40 Fl. Dept. of State pl 71



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 12, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: BROTHER & SISTER PET STORE & GROOMING, INC.
REF: W96000014658

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must state the number of shares of authorized stock.

H96-9702

DIVISION OF CORPORATIONS

96 JUL 15 PM 1:30

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
BROTHER & SISTER PET STORE & GROOMING, INC.**

FILED
55 JAN 15 PM 3:21

ARTICLE I. NAME

The name of this corporation shall be Brother & Sister Pet Store & Grooming, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the SECRETARY OF STATE, STATE OF FLORIDA. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of Pet Store & Grooming engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue par value shares of common capital stock. 1,000 shares \$1.00 par value

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

Prepared by: Antonio J. Soto III, Esq.
8500 W. Flagler St., A-105
Miami, Fl 33144
(305) 227-2700
Fl Bar #302163

THIS INSTRUMENT PREPARED BY
ANTONIO J. SOTO III, ESQ.
8500 W. FLAGLER ST., A-105
MIAMI, FL 33144-0037
FLA BAR # 302163

Articles Of Incorporation Of Brother & Sister Pet Store & Grooming, Inc.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 2. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Humberto Arencibia; 10930 West Flagler Street, # 304, Miami, Florida 33174
Celestina Arencibia; 10930 West Flagler Street, # 304, Miami, Florida 33174.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 10930 West Flagler Street, # 304, Miami, Florida 33174.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Humberto Arencibia.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Humberto Arencibia, 10930 West Flagler Street, # 304, Miami, Florida 33174.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Humberto Arencibia
Humberto Arencibia - Incorporator

Celestina Arencibia
Celestina Arencibia - Incorporator

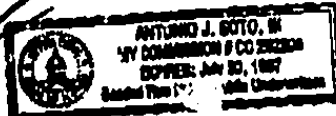
I hereby accept my designation as resident agent and agree to serve as the resident agent of Brother & Sister Pet Store & Grooming, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Brother & Sister Pet Store & Grooming, Inc.

Humberto Arencibia
Humberto Arencibia - Registered Agent

State Of FLORIDA
County Of DADE

On _____, Humberto Arencibia, designated above as the individual who shall serve as the corporation's initial registered agent and Humberto Arencibia & Celestina Arencibia, incorporators, who are personally known to me, or produced their FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Brother & Sister Pet Store & Grooming, Inc.

[Signature]
Notary Public



(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

FILED
96 JUL 15 5:21 PM '94
SECRETARY OF STATE
TALLAHASSEE, FLORIDA