

P960000 68742

July 30th, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: All Power Equipment, Inc.

500001922075
-08/14/96--01082--015
****122.50 ****122.50

Gentlemen:

Enclosed please find a signed original and one (1) copy of the Articles of Incorporation pertaining to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 in payment of the fees (filing - \$35, designation of Registered Agent - \$35, and certified copy - \$52.50).

Please file the Articles of Incorporation on behalf of All Power Equipment, Inc. and mail a certified copy of same to the undersigned.

Very truly yours,



Enclosures

FILED
96 AUG 14 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL AUG 19 1996

FILED

96 AUG 14 PM 12:55

CLERK OF THE STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALL POWER EQUIPMENT, INC.**

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

ARTICLE ONE

NAME

The name of the corporation shall be **ALL POWER EQUIPMENT, INC.**

ARTICLE TWO

DURATION

The duration of the corporation is to be perpetual.

ARTICLE THREE

PURPOSE

The corporation is organized for the purpose of engaging in any activities or businesses permitted under the laws of the United States and of the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is two hundred shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office of the corporation is:

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

The corporation shall have one(1) director initially.

The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one(1).

The name and address of the initial director of the corporation is:

FRANK FERRARA

9481 Highland Oak Drive Apt 513 Tampa, Florida 33647

The principal place of business and mailing address is the same as the address for the director.

ARTICLE SEVEN

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

FRANK FERRARA

9481 Highland Oak Drive Apt. 513
Tampa, Florida 33647

ARTICLE EIGHT

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of the corporation shall be vested in the Board of Directors.

ARTICLE NINE

POWERS

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE TEN

INDEMNIFICATION

The corporation shall have the authority to indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE ELEVEN

AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of July, 1996.



STATE OF FLORIDA)

COUNTY OF Hillsborough)

BEFORE ME, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared FRANK FERRARA, to me known to be the person described herein and who executed the foregoing instrument as incorporator thereto. (PRODUCED FLORIDA DLI F660 260 02 005 0)

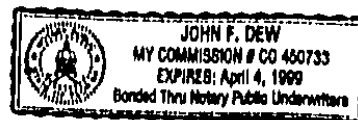
WITNESS my hand and official seal in the county and state named above this 30th day of July, 1996.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

4-4-96



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: ALL POWER EQUIPMENT, INC.
2. The name and address of the registered agent and office is:

Frank Ferrara
9481 Highland Oak Drive Apt 513
Tampa, Florida 33647

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 _____

Sworn & Subscribed to before me this 30th day
of July, 1996.

JOHN F. DEW

NOTARY PUBLIC, STATE OF FL.



FILED
96 AUG 14 PM 12:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

P96000068742

This is the required cover letter for the amendment of its articles of incorporation:

FNF Pet Food and Supplies, Inc.
10103 Kingshore Way
Tampa, Florida 33647

813-991-6211

Please also see enclosed check.

Thank you,



Frank Ferrara

FILED
97 OCT 13 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

600002319336--1
-10/13/97--01136--002
*****96.25 *****96.25

Amend E N/c

VS OCT 20 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALL POWER EQUIPMENT, INC.

FILED
97 OCT 13 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: ARTICLE ONE shall be modified as follows: ALL POWER EQUIPMENT, INC. shall be deleted and replaced with a new name as follows: FNP PET FOOD AND SUPPLIES, INC.

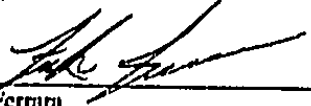
SECOND: Amendment adopted: ARTICLE SIX shall be modified as follows: the address of the initial director of the corporation and principal place of business and mailing address of the corporation shall be deleted and replaced with a new address as follows: 10103 Kingshyre Way, Tampa, Florida 33647

THIRD: The date of each amendment's adoption: October 1, 1997

FOURTH: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 1st day of October, 1997

Signature


Frank Ferraro
Director

P4600

This is the required cover letter for the enclosed invoice.

FWF Pro Food and Supplies, Inc.
10400 Kingsway Way
Tampa, Florida 33647

813-491-0211

Please also see enclosed check.

Thank you,

Frank Fennell

NO POSTAGE
NECESSARY
IF MAILED
IN THE
UNITED STATES

000920319405-1
7/20/01
MAIL ROOM

Amend & Mc

VS OCT 20 1997

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TO
ARTICLES OF INCORPORATION
OF
ALL POWER EQUIPMENT, INC.

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THIRD: The date of each amendment's adoption: October 1, 1997

FOURTH: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 1st day of October, 1997

Signature



Frank Furman
Director