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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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12:03 PM

((((H96000014847 3)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839 FAX #: (305)716-0346  
NAME: ANIMALIA PET SHOP CORP.  
AUDIT NUMBER.....H96000014847  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 3  
CERT. COPIES.....1 DEL.METHOD.. FAX  
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ANIMALIA PET SHOP CORP.

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

ARTICLE I. NAME

The name of the corporation shall be: Animalia Pet Shop Corp.

The principal place of business of this corporation shall be: 2990 SW 25 Street  
Miami, FL 33133

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ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: One thousand shares of common stock par value \$1.00 (one dollar)

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. OFFICERS/DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Prepared by: Tax Professional's Corp.  
1941 West 68th Street  
Hialeah, FL 33014  
(305) 824-0144

Joe Ferrero  
2990 SW 25 Street  
Miami, FL 33133

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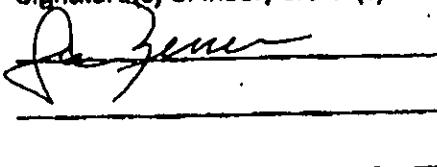
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Joe Ferrero  
2990 SW 25 Street  
Miami, FL 33133

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these  
Articles of Incorporation this 15th day of October, 1996

Signature(s) of Incorporator(s)

  
\_\_\_\_\_  
\_\_\_\_\_

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

Pursuant to the provisions of Section 607.325, 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: Animalia Pet Shop Corp.

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2. The name and address of the registered agent and office is:

2990 SW 25 Street  
(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33133

(CITY/STATE/ZIP)

SIGNATURE

TITLE President

DATE October 15th, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE October 15th, 1996