

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE

DEC 1-8-1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAP _____

WALK-IN
Will Pick Up 1277 1200

11-2529-7 PONDERS INC., THOMASVILLE, GA.

RE: Brown Pet Supply

Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

96 DEC 17 PM 3:09
RECEIVED
DIVISION OF CORPORATION

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum.

THANK YOU
from
Your Capital Connection

EFFECTIVE DATE
DEC 18 1996

FILED
96 DEC 17 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BROWN PET SUPPLY, INC.

ARTICLE I - NAME

The name of this Corporation is BROWN PET SUPPLY, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on December 18, 1996.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the Laws of the United States and of the State of Florida, but specifically for the purpose of retail sales of pet and feed supplies.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Corporation is Braswell & Sallato, P.A., at 9990 S.W. 77th Avenue, Suite 303, Miami, Florida 33156. The office of this Corporation is 2773 State Road 7, West Palm Beach, Florida 33414 and is also the principal place of business.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The numbers of the Directors may be increased by the By-laws or diminished from time to time, but never to less than one. The name and address of the initial Directors are:

NAME	ADDRESS
(1) Wm. Steven Braswell	2773 State Road 7 West Palm Beach, Florida 33414
(2) Steve Braswell	2773 State Road 7 West Palm Beach, Florida 33414

BROWN PET SUPPLY, INC.
Articles of Incorporation
Page Two

ARTICLE VII - BY LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the stockholders or the Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

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

ARTICLE X - INCORPORATION

The name and address of the incorporator signing these Articles is Linda S. Braswell, Esq., 9990 S.W. 77th Avenue, Suite 303, Miami, Florida 33156.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in accordance with the provisions of the State of Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of December, 1996.

BRASWELL & SALLATO, P.A.
Attorneys at Law
9990 S.W. 77th Avenue
Suite 303
Miami, Florida 33156

By: Linda Braswell
LINDA S. BRASWELL, ESQ.

BROWN PET SUPPLY, INC.
Articles of Incorporation
Page Three

FILED
96 DEC 17 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT OF CORPORATION

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THIS ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 16 DAY OF December, 1996.

Braswell & Sallato
Attorneys at Law

By: Linda Braswell
LINDA S. BRASWELL, ESQ.

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared LINDA S. BRASWELL and known to me and to be the person who, as Registered Agent, executed the Acceptance as Registered Agent for these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16 day of December, 1996.

WILLIAM THOMAS RIEDER
Notary Public, State of Florida
My Comm. expires April 23, 2000
No. 66549917

William Thomas Rieder
Notary Public, State of Florida
at Large
My commission expires: