

P97000001856

LITTEL & ASSOCIATES, INC.

Accountants - Consultants
13917 76th Terrace North
Seminole, Florida 33776
(813) 392-3396

December 30, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

100002043711--6
-01/03/97--01005--013
*****70.00 *****70.00

Re: BJ's Unique Animal Boutique, Inc.

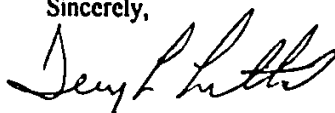
Gentlemen:

Enclosed are the Articles of Corporation for BJ's Unique Animal Boutique, Inc. and a check for the \$70.00 filing fee.

After you have completed the filing, please mail them to our office.

If you have questions, please call me.

Sincerely,



Terry L. Littrel

FILED
97 JAN -2 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done
1/18/97

ARTICLES OF INCORPORATION
of
BJ'S UNIQUE ANIMAL BOUTIQUE, INC.

FILED
97 JAN -2 PM 2 21
SEC
TOL

The undersigned subscriber, a natural person(s) competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for corporation.

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be BJ'S UNIQUE ANIMAL BOUTIQUE, INC., 5500 Bates, Seminole, Fl. 33772.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITOL STOCK

The total number of shares of stock which the corporation shall have to is 1,000 shares, which shall be divided into 1,000 shares of common stock at a par value of one dollar (1.00) each.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved in a manner provided by law.

ARTICLE V

INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 5500 Bates, Seminole, Fl. name of the initial registered agent of this corporation at that address is Betty Christensen.

ARTICLE VI

DIRECTORS

The corporation shall have One (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than One nor more than seven. The name and address of the initial directors of this corporation are:

Betty Christensen
5500 Bates
Seminole, Fl. 33772

The original directors, subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified.

ARTICLE VII

ORIGINAL SUBSCRIBERS AND INCORPORATORS

The names and addresses of the original subscribers and incorporators are:

Betty Christensen
5500 Bates
Seminole, Fl. 33772

ARTICLE VIII

REGISTERED AGENT

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That BJ'S UNIQUE ANIMAL BOUTIQUE, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, in the City of Seminole, County of Pinellas, State of Florida has named Betty Christensen, 5500 Bates, Seminole, Florida, as its registered agent to accept service of process within this state.

ARTICLE IX

MISCELLANEOUS

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of common stock and it shall take action by holders of all of the stock issued

and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, We the undersigned subscribing incorporators, has hereunto set his hand and seal this _____ day of _____, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Signed, sealed and delivered
in the presence of:

Betty Christensen

STATE OF FLORIDA
ss.
COUNTY OF PINELLAS

Before me personally appeared Betty Christensen is to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of BJ'S UNIQUE ANIMAL BOUTIQUE, INC. and acknowledged to and before me that he executed said Articles for the purpose therein expressed. Witness my hand and official seal this 30 day of Dec, 1996

Notary Public


-4-



ANN MARSH
My Comm. Exp. September 18, 1999
My Commission # CC 496295
Bonded Thru Notary Public Underwriters

REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


Betty Christensen
Registered Agent

FILED
97 JAN -2 PM 2:22
STATE
TALLAHASSEE FLORIDA