



P970000/4223

ACCOUNT NO. : 072100000032

REFERENCE : 266446 4303929

AUTHORIZATION :

*Patricia Piquito*

COST LIMIT : \$ 122.50

ORDER DATE : February 20, 1997

ORDER TIME : 9:16 AM

ORDER NO. : 266446-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

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DOMESTIC FILING

NAME: NATIONAL PET CARE GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED  
97 FEB 20 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB 20 PM 9:49  
CORPORATION

*KL*  
*2-20-97*

**ARTICLES OF INCORPORATION  
OF  
NATIONAL PET CARE GROUP, INC.**

**FILED**  
**97 FEB 20 AM 11:20**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is NATIONAL PET CARE GROUP, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 509 S.E. 9 Street, Ft. Lauderdale, Florida 33316.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000,000	\$ 0.01	Common
1,000,000	\$ 0.01	Preferred

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

F. Thomas Dodart  
509 S.E. 9 Street  
Ft. Lauderdale, Florida 33316

#### **ARTICLE VII**

The name of the Incorporator is Paul Berkowitz and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, Miami, Florida 33131.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

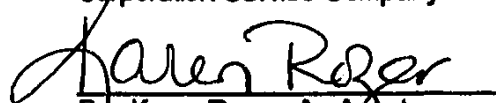
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of February, 1997.

  
Paul Berkowitz  
Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of NATIONAL PET CARE GROUP, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

  
By: Karen Rozar, As Agent

Dated: February 20, 1997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA