

997000016223



ACCOUNT NO. : 072100000032

REFERENCE : 275272 4303929

AUTHORIZATION :

Patricia Pysit

COST LIMIT : \$ 87.50

ORDER DATE : February 27, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 275272-005

000002089990--0

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
97 FEB 27 PM 3:42
MILWAUKEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: NATIONAL PET CARE GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF CORRECTION
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

M HENDRICKS FEB 27 1997

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

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

FILED
97 FEB 27 PM 3:43
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

Pursuant to the provisions of Section 607.0124 of the Florida Business Corporation Act (the "Act"), NATIONAL PET CARE GROUP, INC. (the "Corporation"), Charter #P97000016223, adopts the following Articles of Correction:

1. Attached hereto as Exhibit A is ARTICLES OF INCORPORATION OF NATIONAL PET CARE GROUP, INC. (the "Articles") filed on February 20, 1997.
2. Article VI failed to properly spell the name of the Director.
3. Article VI should be amended and restated in its entirety to read as follows:
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 Godart
509 S.E. 9 Street
Ft. Lauderdale, Florida 33316

IN WITNESS WHEREOF, the undersigned being the Incorporator of the Corporation has executed these Articles of Correction as of the 26 day of February, 1997.

NATIONAL PET CARE GROUP, INC.



By: Paul Berkowitz, Incorporator

EXHIBIT A



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

The Articles of Incorporation for NATIONAL PET CARE GROUP, INC. were filed on February 20, 1997 and assigned document number P97000016223. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Kimberly Rolfe, Document Specialist
New Filing Section

Letter Number: 697A00009123

Account number: 072100000032

Account charged: 122.50



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of NATIONAL PET CARE GROUP, INC., a Florida corporation, filed on February 20, 1997, as shown by the records of this office.

The document number of this corporation is P97000016223.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twentieth day of February, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

**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

FILED
97 FEB 20 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA