

GOLDBERG, GOLDSTEIN & BUCKLEY, P.A.
ATTORNEYS AT LAW

RAY GOLDSTEIN
STEPHEN W. BUCKLEY
HARVEY B. GOLDBERG
JOHN B. CECHEMAN*
J. JEFFREY RICE*
RICHARD L. PURTZ*
MARTIN G. ARNOWITZ*

1515 Broadway
P.O. Box 2366
Fort Myers, Florida 33902-2366
(941) 334-1146

GEORGE J. MITAR
MICHAEL J. CICCARONE
JAY COOPER*
JONATHAN D. CONANT
RAYMOND LEE RACILA
LUIS E. INSIGNARES
SCOT D. GOLDBERG

*BOARD CERTIFIED CIVIL TRIAL

P97000020787

Secretary of State
Division of Corporations
Tallahassee, Florida 32314

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-02/19/97--01055--016
***122.50 ***122.50

VIA FEDERAL EXPRESS

RE: Tropical Pets of Southwest Florida, Inc.

Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation of Tropical Pets of Southwest Florida, Inc., along with a check in the amount of \$122.50 in payment of the required fees and the cost of one certified copy of the Articles, said copy to be returned to this office.

I have also enclosed a Federal Express letter pak pre-paid and addressed to this office for your convenience in expediting return of the certified copy of the Articles. Thank you for your consideration.

Sincerely,

GOLDBERG, GOLDSTEIN & BUCKLEY, P.A.

Scot Goldberg by mg
SCOT D. GOLDBERG

SDG/ma

Enclosures

3/6

RA. Six
6/11
W97 434

FILED
97 MAR -6 AM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OTHER OFFICES

CAPE CORAL
(941) 574-5575

PORT CHARLOTTE
(941) 624-2393

NAPLES
(941) 262-4888

SOUTH FORT MYERS
(941) 433-6777

LEHIGH ACRES
(941) 368-6101

HONITA SPRINGS
(941) 495-0003



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

SCOT D. GOLDBERG
% GOLDBERG GOLDSTEIN & BUCKLEY, P.A.
1515 BROADWAY
FT MYERS, FL 33901

SUBJECT: TROPICAL PETS OF SOUTHWEST FLORIDA, INC.
Ref. Number: W97000004341

We have received your document for TROPICAL PETS OF SOUTHWEST FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 397A00009503

FILED
97 MAR -6 AM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TROPICAL PETS OF SOUTHWEST FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation, being a duly incorporated Florida corporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is TROPICAL PETS OF SOUTHWEST FLORIDA, INC., and the address of the principal office is 1515 Broadway, Fort Myers, Florida 33901.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Three Hundred (300) shares of ONE DOLLAR (\$1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

TAXATION: It is intended that this corporation shall file for taxation under Subchapter S provision of the Internal Revenue Code.

ARTICLE VII

SMALL BUSINESS STOCK: It is intended that this corporation shall issue its stock under Section 1244 of the Internal Revenue Code of 1954 as amended, as a small business corporation.

ARTICLE VIII

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial principal office of this corporation is 1515 Broadway, Fort Myers, Florida 33901. The name of the initial registered agent of this corporation is Scot D. Goldberg.

Having been named to accept service of process for TROPICAL PETS OF SOUTHWEST FLORIDA, INC., 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.

ACCEPTED BY: 

Scot D. Goldberg

ARTICLE IX

DIRECTORS: The number of Directors shall be two (2) initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE X

INITIAL DIRECTORS: The names and addresses of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his or her successor is elected and has qualified are:

NAMES AND ADDRESSES

Thomas Michael Brennan
5223 Genessee Parkway
Bokeelia, Florida 33922

President/Director
Treasurer

William Bryant
5223 Genessee Parkway
Bokeelia, Florida 33922

Secretary/Director

SUBSCRIBERS: The names and addresses of the Subscribers to these Articles of Incorporation are as follows:

NAMES AND ADDRESSES

PERCENTAGE OF SHARES

Thomas Michael Brennan
5223 Genessee Parkway
Bokeelia, Florida 33922

50%

William Bryant
5223 Genessee Parkway
Bokeelia, Florida 33922

50%

ARTICLE XI

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation,

under the laws of the State of Florida, this 3rd day of March, 1997.

[Signature]
Witness
[Signature]
Witness

TROPICAL PETS OF SOUTHWEST
FLORIDA, INC.

BY: [Signature] (SEAL)
Thomas M. Brennan, President

BY: William Bryant (SEAL)
William Bryant, Secretary

State of Florida)
County of Lee)

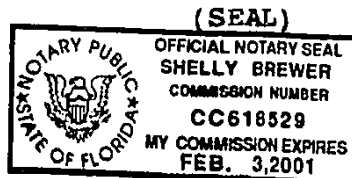
3rd The foregoing instrument was acknowledged before me this day of March, 1997, by Thomas M. Brennan, who is personally known to me or ✓ has produced FLDL# B655-833-64-369-0 (type of identification) as identification and who did take an oath.

[Signature]
Notary Public
Name: Shelly Brewer
Certificate No. CC618529
OR Serial No. CC618529

My Commission Expires:

2/3/01

State of Florida)
County of Lee)

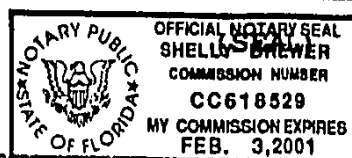


3rd The foregoing instrument was acknowledged before me this day of March, 1997, by William Bryant, who is personally known to me or ✓ has produced FLDL# B652-928-71-374 (type of identification) as identification and who did take an oath.

[Signature]
Notary Public
Name: Shelly Brewer
Certificate No. CC618529
OR Serial No. CC618529

My Commission Expires:

2/3/01



GOLDBERG, GOLDSTEIN & BUCKLEY, P.A.

P.O. BOX 2386

FORT MYERS, FLORIDA 33902-2386