

P97000029/36

*Law Offices Of
Ehrlich and Samis*

*4699 Central Avenue, Suite 102
St. Petersburg, Florida 33713*

*Charles W. Ehrlich
Scot E. Samis*

March 26, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 28 AM 10:10

*Telephone
(813) 321-4700
Facsimile 323-8286*

Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: Weinberg International, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for Weinberg International, Inc., and a check in the amount of \$122.50 which includes the filing fee and a certified copy. Please return the Articles to this office after filing. Thank you.

Very truly yours,

Scot E. Samis

SES/mmb
Enclosure

Q. BROWN APR - 1 1997

ARTICLES OF INCORPORATION
OF

WEINBERG INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 28 AM 10:10

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WEINBERG INTERNATIONAL, INC.

The principal place of business of this corporation shall be 120 S. Ring Street, Tarpon Springs, FL 34689.

ARTICLE II. NATURE OF BUSINESS

The sale of animal food, supplements, and equipment and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 120 S. Ring Street, Tarpon Springs, FL 34689, and name of the initial registered agent of the corporation at that address is Edward H. Weinberg.

ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will elect to be taxes as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986. Initial stock shall be designated as section 1244 stock.

ARTICLE VII. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Edward H. Weinberg
120 S. Ring Street
Tarpon Springs, FL 34689

ARTICLE VIII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

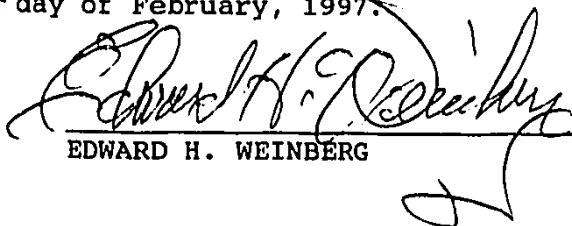
Edward H. Weinberg, President/Secretary/Treasurer
120 S. Ring Street
Tarpon Springs, FL 34689

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Edward H. Weinberg
120 S. Ring Street
Tarpon Springs, FL 34689

IT WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12th day of February, 1997.


EDWARD H. WEINBERG

STATE OF FLORIDA
COUNTY OF PINELLAS

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 28 AM 10:11

The foregoing instrument was acknowledged before me this
12th day of February, 1997.

Mary Benoit
Notary Public
My Commission expires:



CERTIFICATE OF DESIGNATING REGISTERED AGENT

WEINBERG INTERNATIONAL, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named EDWARD H. WEINBERG, with street address at 120 S. Ring Street, Tarpon Springs, FL 34689, as its agent to accept service of process within this State.

Edward H. Weinberg
EDWARD H. WEINBERG, Subscriber

Dated: 2/12/97

ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity this 12th day of February, 1997.

Edward H. Weinberg
EDWARD H. WEINBERG