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FILED
97 APR - 9 11:00:06
TALLAHASSEE, FLORIDA

April 8, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/09/97--01031--00:
*****78.75 *****78.75

Re: Incorporation of Pet Traders, Inc.

Dear Sir/Madam:

Enclosed are the following documents:

1. An original and one copy of the Articles of Incorporation; and
2. An original and one copy of a Certificate Designating Registered Agent and Registered Office.

We would appreciate your filing the originals of these documents and returning date stamped copies to us in the enclosed envelope. We have enclosed a check for \$78.75 to cover the filing fees and the costs of obtaining a certificate of status for the corporation.

PET TRADERS, INC
4461 BEVERLY AVENUE
SUITE 100
JACKSONVILLE, FLORIDA 32210

Very truly yours,



Bernadette P. Sager

Enclosures
13334

P. CHANDLER APR 10 1997

ARTICLES OF INCORPORATION
OF
PET TRADERS, INC.

ARTICLE I-NAME

The name of this Corporation is Pet Traders, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 4461 Beverly Avenue, Suite 100, Jacksonville, Florida 32210.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares, all of which shall be of the par value of One Cent (\$.01) per share.

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ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4461 Beverly Avenue, Suite 100, Jacksonville, Florida 32210, and the name of its initial registered agent at such address is Bernadette P. Sager.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1), and the name and address of the person who is to serve as the initial directors is Bernadette Sager, 4461 Beverly Avenue, Suite 100, Jacksonville, Florida 32210.

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Bernadette P. Sager, 4461 Beverly Avenue, Suite 100, Jacksonville, Florida 32210.

ARTICLE IX-INDEMNIFICATION

Directors and officers of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE X-MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are

made for the regulation of the business and the conduct of the affairs of the corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

ARTICLE XI-AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of April, 1997.

Bernadette P. Sager
Bernadette P. Sager,
Incorporator

Acknowledgement

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 8th day of April, 1997, by Bernadette P. Sager. She is personally known to me and did not take an oath.

Brenda Craig
Notary Public for the State of
Florida at Large

My Commission Expires:
Commission Number:



BRENDA CRAIG
My Commission CC625542
Expires Jan. 10, 2000

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

First, that Pet Traders, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Bernadette P. Sager, 4461 Beverly Avenue, Suite 100, City of Jacksonville, State of Florida 32210, as its agent to accept service of process within Florida.

Bernadette P. Sager

Bernadette P. Sager, Incorporator
April 8, 1997

Date

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By *Bernadette P. Sager*

Bernadette P. Sager
April 8, 1997

Date