

P97000034211

6604 Tarrega Street
Coral Gables, FL 33146
14 April 1997

FILED

97 APR 15 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700002143527--9
-04/15/97--01052--012
***122.50 ***122.50

State of Florida Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of PET PRODUCTS USA, INC.

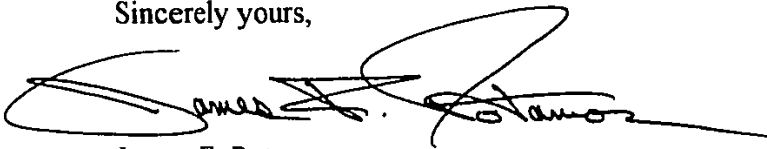
Gentlemen:

Enclosed are two original copies of the Articles of Incorporation for PET PRODUCTS USA, INC., and my check for the \$122.50 filing fee.

I would appreciate your using the prepaid overnight mailer to return a set of the approved articles and certificate to me.

Thank you for your soonest attention.

Sincerely yours,



James F. Potamos

Encl.: My check for \$122.50
Two copies of articles of incorporation
Prepaid postal overnight mailer

PH
4/16/97

ARTICLES OF INCORPORATION
OF
PET PRODUCTS USA, INC.

FILED
97 APR 15 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be PET PRODUCTS USA, INC. and its principal place of business and mailing address is

6604 Tarrega Street
Coral Gables, FL 33146

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted, under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each of stock shall be fixed by the Board of Directors.

ARTICLE V - CAPITAL

The minimum amount of capital with which the corporation shall begin business is \$1000.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

James F. Potamos
6604 Tarrega Street
Coral Gables, FL 33146

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

James F. Potamos
6604 Tarrega Street
Coral Gables, FL 33146

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR

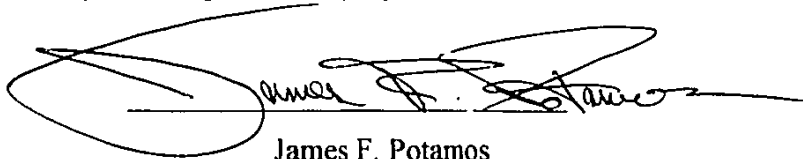
The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

James F. Potamos
6604 Tarrega Street
Coral Gables, FL 33146

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein states are true.

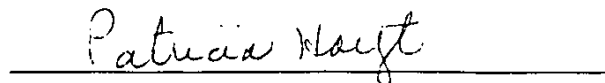


James F. Potamos

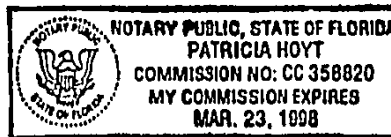
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BE IT REMEMBERED that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared, James F. Potamos to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and she acknowledged to me that she executed said Articles of Incorporation.

WITNESS my hand and official seal at Dade County and State above written this 14 Th day of April, 1997 .



Notary Public, State of Florida at Large
My commission expires

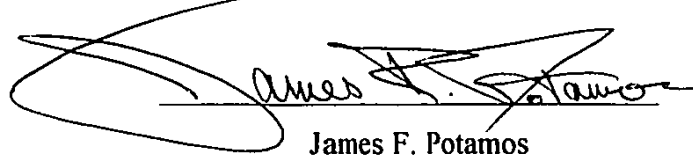


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 488.091, Florida Statutes, the following is submitted, in compliance with the said act:

First – PET PRODUCTS USA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, Florida, County of Dade, State of Florida, has named James F. Potamos, 6604 Tarrega Street, Coral Gables, FL 33146, as its agent to accept service of process within this State.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation. 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 and agree to comply with the provisions of said Act relative to keeping open said office.


James F. Potamos

FILED
97 APR 15 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA