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*Donna D. Ream*  
ATTORNEY AT LAW

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May 16, 1997

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

RE: International Reptile Supply, Inc.

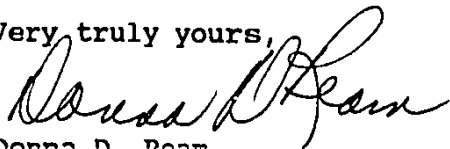
Dear Sir:

Enclosed are the original and one copy of the executed Articles of Incorporation for the above-referenced corporation. Please file the original and endorse your approval on the duplicate copy and return to the undersigned.

A check in the amount of \$122.50 is enclosed to cover the required filing fees.

If you have any problems with the enclosed documents, or require additional information, please contact the undersigned.

Very truly yours,



Donna D. Ream

Enclosures

EFFECTIVE DATE  
5-16-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 19 AM 10:13

*DR 5/22*

EFFECTIVE DATE

5-16-97

FILED  
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97 MAY 19 AM 10:13

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL REPTILE SUPPLY, INC.

ARTICLE I  
CORPORATE NAME AND ADDRESS

The name of the corporation is INTERNATIONAL REPTILE SUPPLY, INC. The principal address of the corporation is 6681 - 62nd Avenue North, Pinellas Park, Florida 33781.

ARTICLE II  
DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III  
PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

William J. Schwinn  
6681 - 62nd Avenue North  
Pinellas Park, Florida 33781

The Registered Agent states that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The

number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

**ARTICLE VII  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

William J. Schwinn  
6681 - 62nd Avenue North  
Pinellas Park, Florida 33781

**ARTICLE VIII  
AMENDMENT**

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

**ARTICLE IX  
BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE X  
PREEMPTIVE RIGHTS**

This corporation elects to have preemptive rights for the shareholders of this corporation. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE XI**  
**CUMULATIVE VOTING**

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or Vice-President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 16 day of May, 1997.

  
\_\_\_\_\_  
WILLIAM J. SCHWINN, INCORPORATOR  
and REGISTERED AGENT