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PATENT AND TRADEMARK
MATTERS

May 20, 1997

VIA FEDERAL EXPRESS

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-05/21/97-01085--001

*****70.00 *****70.00

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

Re: Articles of Incorporation for
PLANET ANIMAL INC.

Dear Sirs/Madams:

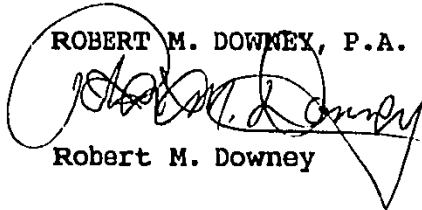
Enclosed are completed Articles of Incorporation for the above-named corporation for filing with the State of Florida along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is photocopy of the Articles of Incorporation. Please return this to me with the filing date stamped on it via Federal Express. Our account number is: 1659-1559-3.

If you have any questions, please do not hesitate to give me a call.

Sincerely yours,

ROBERT M. DOWNEY, P.A.



Robert M. Downey

RMD:ad
Enclosures

FILED
97 MAY 21 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ml 5/22/97

ARTICLES OF INCORPORATION

of

PLANET ANIMAL INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

PLANET ANIMAL INC.

The principal place of business of this corporation shall be:

21747 Club Villa Terrace
Boca Raton, Florida 33433

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TALLAHASSEE, FLORIDA

ARTICLE II

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares with a par value of \$.01.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The name and street address of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successor is elected is:

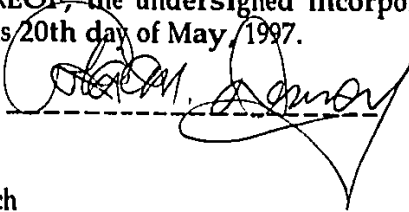
- 1) Sheldon H. Redner, Director, P.O. Box 2310, Boca Raton, FL 33427
- 2) Gary Ervin, Director, President, Treasurer, P.O. Box 2310, Boca Raton, FL 33427
- 3) Erin Ervin, Director, Vice President, P.O. Box 2310, Boca Raton, FL 33427
- 4) James Flothe, Director, Vice President, Secretary, P.O. Box 2310, Boca Raton, FL 33427

ARTICLE VI

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

Robert M. Downey, Esq.
1200 N. Federal Hwy., Ste. 200
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of May, 1997.



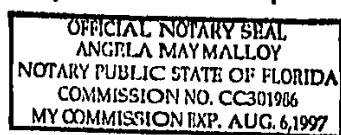
State of Florida
County of Palm Beach

The foregoing instrument was acknowledged and sworn to before me this 20th day of May, 1997 by Robert M. Downey.


Notary Public

My commission expires: --

I.D. Produced: *personally known*



CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE


Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: PLANET ANIMAL INC.
2. The name and address of the registered agent and office is:

Robert M. Downey, Esq.
1200 N. Federal Hwy., Ste. 200
Boca Raton, FL 33432


Incorporator

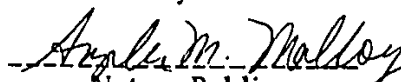
having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.


Registered Agent


May 20, 1997
Date

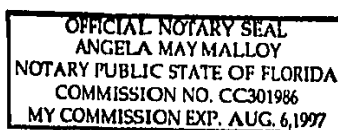
State of Florida
County of Palm Beach

The foregoing instrument was acknowledged and sworn to before me this 20th day of May, 1997 by Robert M. Downey.


Notary Public

My commission expires:

I.D. Produced: 



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA