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NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.

ATTORNEYS AT LAW

UNITED NATIONAL BANK TOWER  
1645 PALM BEACH LAKES BOULEVARD

SUITE 1200

WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 686-3307

FACSIMILE (561) 686-5442

July 16, 1997

WILL A. NASON (1924-1979)

ALAN I. ARMOUR II  
CRAIG S. BARNETT  
GARY N. GERSON  
SUZANNE M. GLEIBER  
ELADNE JOHNSON JAMES  
JEFFREY B. KAHN

DOMENICK R. LIOCE  
NATHAN E. NASON  
MARK A. PACHMAN  
GREGORY L. SCOTT  
JOHN WHITE II  
THOMAS J. YEAGER

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

Re: Critters, Inc.  
Our File No.

200002240692--8  
-07/17/97--01091--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
Total	\$122.50

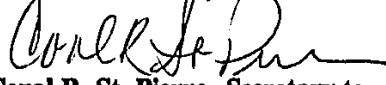
Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

CORAL ST. PIERRE GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT CORP. ADDRESS  
DATE 7-18-97  
DOC. EXAM JK

Sincerely,

NASON, YEAGER, GERSON,  
WHITE & LIOCE, P.A.

  
Coral R. St. Pierre, Secretary to  
John White II, Esq.

FILED  
97 JUL 17 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosure

/cs

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JK 7-18-97

**ARTICLES OF INCORPORATION  
OF  
CRITTERS, INC.**

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I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

CRITTERS, INC.

FILED  
97 JUL 17 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II**

**ADDRESS**

The principal office of the corporation is:

22107 Boca Place Drive, #424  
Boca Raton, Florida 33433

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard  
Suite 1200  
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

John White II

**ARTICLE V**

**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

**ARTICLE VI**

**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

John White II

Street Address

1645 Palm Beach Lakes Boulevard  
Suite 1200  
West Palm Beach, Florida 33401

ARTICLE VII

DIRECTOR

The name and address of the individual who is to serve as the initial director of this Corporation are:


Name

John B. McAdams

Street Address

22107 Boca Place Drive, #424  
Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 15<sup>th</sup> day of July, 1997.

  
\_\_\_\_\_, Incorporator  
John White II

DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT

FILED  
97 JUL 17 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Critters, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named John White II located thereat as its registered agent to accept service of process within this State.

By: John White II  
John White II, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: John White II  
John White II, Registered Agent