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7/23/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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ACCT#: 070744001530

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NAME: ANNIAS' PET GROOMING, INC.
AUDIT NUMBER.....H97000012015
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RMC
7/24/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 23, 1997

ACE INDUSTRIES, INC.

SUBJECT: ANNIES' PET GROOMING, INC.
REF: W97000017022

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I heraby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist SupervisorFAX Aud. #: 897000012015
Letter Number: 897A00037398

Division of Corporations - P.O. BOX 6927 - Tallahassee, Florida 32314

H97-12015

ARTICLES OF INCORPORATION
OF

ANNIAS' PET GROOMING, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract hereby form a corporation under the laws of the state of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is ANNIAS' PET GROOMING, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in the business activity of pet grooming and retail sales of pet supplies as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred shares 100 of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

ANNIAS' PET GROOMING, INC.
11800 SW 18 STREET, #125
MIAMI, FL 33175

The name and address of the Initial Registered Agent of this Corporation is:

ANNIA LINARES I hereby am familiar with and accept the duties and
11800 SW 18 STREET, #125 responsibilities as registered agent for
MIAMI, FL 33175 said corporation. Annia Linares



ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one(1). The names and addresses of the initial director(s) of the corporation are as follows:

ANNIA LINARES
11800 SW 18 STREET, #125
MIAMI, FL 33175

ARTICLE VII - INCORPORATORS

The name & addresses of the incorporators signing these Articles of Incorporation are as follows:

ANNIA LINARES
11800 SW 18 STREET, #125
MIAMI, FL 33175

H97-12015

Prepared by:
acei industries, inc.
54 Northwest 11th St.
Miami, FL 33136

ACE INDUSTRIES/PRINTING CORP K11

305 358 7832

07-24-1997 10:47

HUT-12015

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 22nd day of July, 1997.

STATE OF FLORIDA)
COUNTY OF DADE)

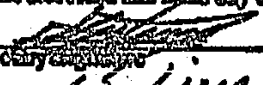
Before me, a Notary Public duly authorized to take acknowledgments in this State and County set forth above, personally appeared:



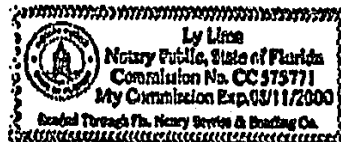
Anna Linares
Print Name

FDL# L562000489450
Form of Identification

Known to me and Known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that he/she executed these Articles of Incorporation, that relied upon the form of identification of the above named person(s) as indicated opposite each name, and that an oath (was/was not) taken.
Witness my hand and official seal in the County and State last aforesaid this 22nd day of July 1997.



Ly Lina
Printed Notary Name



HA7-12015