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LAW OFFICES OF
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STEVEN I. GREENWALD
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BRANDON J. DOUGLAS

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August 4, 1997

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

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*****122.50 *****122.50

Re: Articles of Incorporation
COMFORT PET PRODUCTS, INC.

Dear Sir or Madam:

Enclosed herewith please find original and one copy of Articles of Incorporation for the above-captioned corporation. Also enclosed, please find our check in the amount of \$122.50 representing the filing fee.

Please return one copy of the Articles stamped received together with the certificate and corporate number in the enclosed, self-addressed, stamped envelope provided for your convenience.

Thank you and if you have any questions, please do not hesitate to contact this office.

Very truly yours,

Steven I. Greenwald/d
Steven I. Greenwald
SIG/d
Enclosures

cc: COMFORT PET PRODUCTS, INC.

FILED
97 AUG -6 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER AUG 7 1997

ARTICLES OF INCORPORATION
OF
COMFORT PET PRODUCTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator pursuant to and under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is:
COMFORT PET PRODUCTS, INC.

ARTICLE II

The corporation shall commence its existence upon filing with the Secretary of State of Florida, and its existence thereafter shall be perpetual.

ARTICLE III

The purpose of this corporation is to engage in the transaction of any and all business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

The aggregate number of shares of capital stock that the corporation shall have authority to issue is One Hundred (100) shares of common stock, each having a par value of One Dollar (\$1.00) per share.

ARTICLE V

The initial registered office of the corporation is 3011 Exchange Ct., Suite 105, West Palm Beach, Florida 33409. The name of the initial registered agent to accept service of process at

such address, as set out in the Florida Statutes Section 607.164 is BARRY SEMEGRAM. The Board of Directors may in its sole discretion change the location of the corporation and the designation of the registered agent for service of process and notify the Secretary of State of same, without the need of any amendment to these Articles of Incorporation. The Corporation's principal office and the Corporation's mailing address are both 3011 Exchange Ct., Suite 105, West Palm Beach, Florida 33409.

ARTICLE VI

The number of directors of this corporation shall consist of one (1) or more members, as may be more specifically stated in the By-Laws of the corporation. The name and address of the initial Board of Directors of the corporation is

PHILIP NEWMAN
3011 Exchange Ct., Suite 105
West Palm Beach, Florida 33409

HAROLD JACOBSON
3011 Exchange Ct., Suite 105
West Palm Beach, Florida 33409

BARRY SEMEGRAM
3011 Exchange Ct., Suite 105
West Palm Beach, Florida 33409

HARVEY PERMUTT
3011 Exchange Ct., Suite 105
West Palm Beach, Florida 33409

Said director(s) shall hold office for the first year of the corporation's existence, or until the successors are elected and qualified.

ARTICLE VII

The name and address of the person(s) signing these Articles of Incorporation as subscriber and incorporator is:

PHILIP NEWMAN
3011 Exchange Ct., Suite 105
West Palm Beach, Florida 33409

ARTICLE VIII

This corporation shall adopt By-Laws and said By-Laws shall be made by the Board of Directors and may be amended, altered or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

Members of the Board of Directors or the Executive Committee, if any, shall be deemed present at a meeting of such Board or Committee if a conference, telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

The corporation may confer powers, limitations of the powers and regulate the powers of the corporation, the Directors and all the stockholders of all classes, including but not limited to, provisions for cumulative voting for the directors, election of officers, and provisions governing the issuance of stock certificates. The foregoing powers and limitations may be incorporated in the corporation's By-Laws, or placed in the corporate Minutes after authorization by a majority vote of the shares entitled to vote.

The corporation as designated from time-to-time by the Board of Directors, or its shareholders acting in place of the Board of

Directors, if there be no Board of Directors, shall have the power to hold its respective directors' and shareholders' meetings outside the State of Florida, and to keep its books (subject to the Florida General Corporation Act) outside the State of Florida.

ARTICLE IX

The shareholders of all classes are herein specifically denied any pre-emptive rights as to new issues of newly authorized shares, as to new issues of originally authorized shares.

ARTICLE X

Amendments to these Articles of Incorporation shall be adopted by a majority vote of the Board of Directors and proposed by said Board of Directors to the shareholders of the corporation at any regular or special meeting of the shareholders called for that purpose. A majority vote of all shareholders present and entitled to vote at a duly constituted meeting of the shareholders called for the aforesaid purpose shall be necessary to amend these Articles of Incorporation.

ARTICLE XI

Every Director, and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in

the performance of his duties, provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest of the corporation.

The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation pursuant to and under the laws of the State of Florida, this 4th day of August, 1997.

By: 


PHILIP NEWMAN

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4th day of August, 1997, by PHILIP NEWMAN who is personally known to me or who have produced identification as shown below and did (did not) take an oath.

SWORN to and SUBSCRIBED before me on the day and year above written.

DOROTHEA F. DEPACE
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXP. JULY 21, 1998
COMM. NO. 00381801


Notary Public

DOROTHEA F. DEPACE

Printed Notary Public Signature

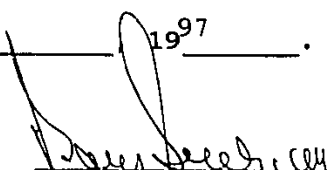
Notary Check One:

- (x) Person(s) signing document personally known to me.
() Person(s) signing document provided the following form of identification: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments thereto and to comply with the provisions of all other Statutes relative to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this
4th day of August, 1997.



BARRY SEMEGRAM
3011 Exchange Ct., Suite 105
West Palm Beach, Florida 33409

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA