

GEORGE C. PSETAS, P.A.
Attorney At Law

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Port Richey, FL 34668
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(352) 688-2117
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August 8, 1997

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Pet HealthCare, Inc.,

000002262670-- 9
-08/11/97--01013--019
****122.50 ****122.50

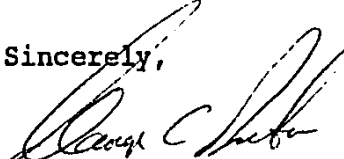
Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation for the
above referenced corporation, Pet HealthCare, Inc.

We have also enclosed our check in the amount of \$122.50,
representative of the correct filing fee, certified.

Should you have any questions, please do not hesitate to
contact me directly.

Sincerely,


GEORGE C. PSETAS

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97 AUG 11 7 11:18
TALLAHASSEE, FL

9/11/97

FILED
97 AUG 11 AM 11:18
SECRETARY OF THE
TALLAHASSEE COUNTY

ARTICLES OF INCORPORATION
OF
Pet HealthCare, Inc.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

Pet HealthCare, Inc.

The principal place of business of this corporation shall be:

6710 Embassy Boulevard, Suite 104, Port Richey, Florida 34668

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be:

6710 Embassy Boulevard, Suite 104, Port Richey, Florida 34668

The initial registered agent of the corporation is George C. Psetas.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

The requirement for directors of the corporation shall be dispensed with and all powers and duties otherwise conferred upon corporate directors shall be performed and exercised by the president of the corporation.

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

(P) George C. Psetas
6710 Embassy Boulevard
Suite 105
Port Richey, FL 34668
(813) 847-0477

(VP) Joseph L. Imburgia
8117 Little Road
New Port Richey, FL 34654
(813) 842-7350

(S/T) James A. Aaron
5434 Grand Boulevard
New Port Richey, FL 34652
(813) 847-2406

ARTICLE X. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

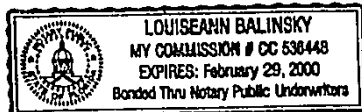
George C. Psetas
6710 Embassy Boulevard, Suite 105
Port Richey, FL 34668



GEORGE C. PSETAS

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 8th
day of August, 1997 by George C. Psetas, who is personally known to
me.



Louiseann Balinsky
NOTARY PUBLIC

My Commission Expires: 2/29/2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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:

Pet HealthCare, Inc.

2. The name and address of the registered agent is:

George C. Psetas
6710 Embassy Boulevard
Suite 105
Port Richey, FL 34668

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: *George C. Psetas*

DATE: 8/8/97

97 OCT 11 11:10
FILED