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CHARLES P. HOSKIN

ATTORNEY AT LAW

445 E. GOVERNMENT STREET

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September 24, 1997

Florida Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

200002306702--6
-09/29/97--01165--006
*****70.00 *****70.00

Re: Angel Pet, Inc.

Dear Sirs:

Enclosed please find the following:

1. Articles of Incorporation of Angel Pet, Inc.
2. Check from my firm account in the amount of \$70.00 representing your fee as follows:

- | | | |
|----|---|----------|
| a. | Articles of Incorporation for
Angel Pet Inc. | \$ 35.00 |
| b. | Designation and Acceptance by
Registered Agent | \$ 35.00 |

Please file the enclosed documents and return your acknowledgment to my office. Should you have any questions or if I can be of further assistance, please give me a call.

Very truly yours,

Charles P. Hoskin
CHARLES P. HOSKIN

CPH:sw
Enclosures
cc: Mr. Tom Patterson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 PM 10:43

2/10/1997

ARTICLES OF INCORPORATION
OF
ANGEL PET, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 AM 10:43

Pursuant to Chapter 607 Florida Statutes, the undersigned incorporator hereby adopts the following Articles of Incorporation:

1. The name of the corporation is ANGEL PET, INC.
2. The street address of the initial principal office and mailing address of the corporation are 3270 Torres Avenue, Pensacola, Florida 32503.
3. The number of shares the corporation is authorized to issue is 10,000.
4. Each shareholder of this corporation shall have the first right to purchase shares (and any securities convertible to shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of shares, and inviting them to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

5. The street address of the corporation's initial registered office and the name of it's initial registered agent at the office are as follows:

Charles P. Hoskin
445 E. Government Street
Pensacola, Florida 32501

6. The name and address of each incorporator are as follows:

Thomas R. Patterson
3270 Torres Avenue
Pensacola, Florida 32503

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 25th day of September, 1997.


THOMAS R. PATTERSON


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for the above-stated corporation, 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 607.0505, Florida Statutes.


CHARLES P. HOSKIN

The foregoing Acceptance of Appointment as Registered Agent was sworn to and subscribed before me this 26th day of September, 1997, by CHARLES P. HOSKIN who is personally known to me or who has produced Florida Dr. Lic. # H250-155.49-052-0 as identification and who did (did not) take an oath.

DARCY K. BROWN
"Notary Public-State of FL"
Comm. Exp. Oct. 30, 2000
Comm. No. CC597597


NOTARY PUBLIC
Printed Name:

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