MALIN, HALEY DIMAGGIC & CRC 1BY, P. A. PATENT, TRAJEMAN & COPYRIGHT ATTORNUS EUGENE E, MALIN (1956-1990) EUGENE E, MALIN (1956-1990) EUGENE E, MALIN (1956-1990) TELEPHONE (954) 763-3303 • FAX (954) 522-6507

BARRY L HALEY DALE PAUL DIMAGGIO KEVIN P CROSBY

DANIEL STEVEN POLLEY
DAVID PAUL LHOTA
MARK DAVID BOWEN
CRISTINA PINHEIRO-PALMER*
RICK E COMOGLIO

October 31, 1997

JOHN C BLACK** OF COUNSEL

* NEW YORK AND BRAZILIAN BARS ONLY

** ILLINOIS BAR ONLY

Department of State Division of Corporation P.O. Box 6327 Tallahassee, FL 32314

RE:

Filing of Articles of Incorporation for:

Petwatch, Inc. Our File No. CPP

Dear Sir/Madam:

Enclosed herewith please find the Articles of Incorporation duly notarized for filing on behalf of my client, Petwatch, Inc.

A check in the amount of \$70.00 is attached hereto for this service.

Should you require any further information in order to proceed, please contact the undersigned at the toll-free number above.

Your assistance is appreciated.

Very truly yours,

Malin, Haley, DiMaggio & Crosby, P.A.

Barry L. Haley

Enclosure cc: Petwatch, Inc. I/PJB/DOS

MIAMI OFFICE:

2000 SOUTH DIXIE HIGHWAY, SUITE 203 TELEPHONE (305) 374-4082

WEST PALM BEACH OFFICE:

500 AUSTRALIAN AVENUE SOUTH, SUITE 600

TELEPHONE (407) 832-6341

FLORIDA WATS I (800) 344-3303

E-MAIL: Patents954@aol.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PETWATCH, INC.



The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

PETWATCH, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 1,000 shares of common stock with a par value of \$ 1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered agent of the corporation shall be:

KEVIN H. HOFING 1202 Sandpiper Lane Lantana, FL 33462

ARTICLE VI

This corporation shall have two directors initially. The name and address of the initial directors of the corporation, who shall hold office until his successor is elected and qualified or until the earlier resignation or removal from office is:

KEVIN H. HOFING, PRESIDENT 1202 Sandpiper Lane Lantana, FL 33462

CYNTHIA L. HOFING, VICE-PRESIDENT 1202 Sandpiper Lane Lantana, FL 33462

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

KEVIN H. HOFING 1202 Sandpiper Lane Lantana, FL 33462

ARTICLE VIII

The mailing address of the corporation shall be:

1202 Sandpiper Lane Lantana, FL 33462

Executed at Fort Lauderdale, Florida this 10-28 day of, 1997.

KEVIN H. HOFING, Incorporator

Sworn to and subscribed before me this 10-28 day of, 1997.

John (100) Stary Public, State of Florida at Large

My commission expires:

Print type or stamp Commissioned

Name of Notary Public

Personally known OR Produced identification Ż

Type of identification produced: DRIVER L.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of, the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 10-28 day of, 1997.

KEVIN H. HOFING

I:\CRIS\PETWATCH

97 NOV -3 AN 9: 43
SECRETARY OF STATE
ANASSEE, FLORIDA