00019403 THE UNITED STATES

ACCOUNT NO. : 07210000032

REFERENCE : 714473 _ 7126668

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: February 20, 1998

ORDER TIME: 9:47 AM

CORPORATION

ORDER NO. : 714473-005

CUSTOMER NO: 7126668

CUSTOMER: Mr. James Amburn

EURO-AMERICAN FINANCIAL

SERVICES, INC.

Suite 1

5117 Castello Drive Naples, FL 34103

DOMESTIC FILING

NAME: PETS IN PARADISE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

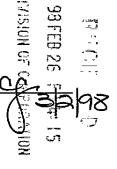
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

W98-4406

700002442027--8





FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

98 FEB 26 AM 9: 21

February 27, 1998

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: PETS IN PARADISE INC. Ref. Number: W98000004406

RESUBMET

Please give original submission date as file date.

We have received your document for PETS IN PARADISE INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6973.

Claretha Golden Document Specialist

Letter Number: 598A00011087

98 FEB 27 PM 4: 19
DIVISION OF CORPORATION



ARTICLES OF INCORPORATION

OF

PETS IN PARADISE OF S.W. FLORIDA INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PETS IN PARADISE OF S.W. FLORIDA INC.

The address of the principal office of this corporation shall be 5117 Castello Drive, Suite 1, Naples, Florida 34103, and the mailing address of the corporation shall be the same.

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 at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5117 Castello Drive, Suite 1, Naples, Florida 34103, and the name of the initial registered agent of the corporation at that address is James Amburn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Maria Bockius Dir. 5117 Castello Drive, Suite 1 Naples, Florida 34103

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these

Articles of Incorporation on February 26, 1998.

Incorporator

Its Agent, Karen B. Rozar

LH/DEBORAH SCHRODER

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 AM 9: 21

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

James Amburn, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

PETS IN PARADISE OF S.W. FLORIDA INC.

James Amburn is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name: James Amburn