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P. Allen Schofield
Mary Anne Spencer
*William H. Meeks, Jr.
*Also admitted in the State of Georgia

February 24, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-03/04/98--01039--008
****122.50 ****122.50

RE: B.P.'S TROPICAL PETS, INC.

Dear Sir:

Enclosed herewith please find the original and one copy of Articles of Incorporation regarding the above named new corporation for profit.

Also enclosed is a check in the amount of \$122.50 to cover Filing Fee, Registered Agent's Fee, Corporate Tax and Certified Copy of Articles of Incorporation.

Please return certified copy of Articles to me at your earliest convenience.

Sincerely,

SCHOFIELD & SPENCER, P.A.



By: William H. Meeks, Jr.

WHM/gf
enclosures

FILED
98 MAR -4 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3-5-98

ARTICLES OF INCORPORATION

OF

B.P.'S TROPICAL PETS, INC.

FILED
98 MAR -4 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, each a natural person competent to contract, do hereby associate ourselves together for the purpose of forming a corporation for profit under the laws of the State of Florida, Florida Business Corporation Act adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be B.P.'S TROPICAL PETS, INC.

ARTICLE II

The street address of the of the initial principal office of the corporation is 6046 14th Street West, Bradenton, Fl. 34207.

ARTICLE III

The corporation shall commence existence upon the filing of these Articles with the Department of State. The duration of the corporation is perpetual.

ARTICLE IV

The general nature of the business to be transacted by this corporation is to engage in any activities or business permitted under the laws of the United States and of this State.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall be without par value. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the board of directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment.

ARTICLE VI

The corporation shall have a board of directors of two (2) persons initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders of the corporation, but shall never be less than one (1).

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, all of whom shall hold office for a period of one (1) year, or until their successors are duly elected and qualified, are as follows:

NAME

ADDRESS

ROBERT K. POINDEXTER

6046 14TH STREET WEST
BRADENTON, FL. 34207

DEBORAH A. POINDEXTER

6046 14TH STREET WEST
BRADENTON, FL. 34207

ARTICLE IX

The incorporators to these Articles of Incorporation, together with their respective addresses are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|---|
| ROBERT K. POINDEXTER | 6046 14TH STREET WEST BRADENTON, FL. 34207 |
| DEBORAH A. POINDEXTER | 6046 14TH STREET WEST BRADENTON, FL. 34207 |

The registered office of this corporation shall be located at 6046 14TH STREET WEST, BRADENTON, FL. 34207 and the registered agent shall be ROBERT K. POINDEXTER.

ARTICLE X

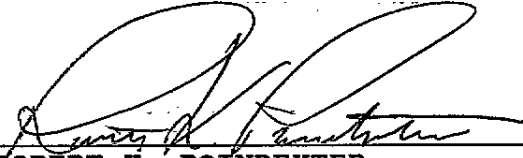
The director(s) and stockholder(s) shall have the power to hold their meetings and to have one or more offices and to keep the books of the corporation (except the original or duplicate stock ledger) outside of the State of Florida, at such place or places as from time to time may be designated by the By-Laws or by resolution of the Board.


ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the stockholders herein are granted subject to these reservations. Every amendment shall be

approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of this Certificate of Incorporation be made.

IN WITNESS WHEREOF, the incorporators above named have hereunto set their hands and seals this 23 day of February, 1998.


ROBERT K. POINDEXTER


DEBORAH A. POINDEXTER

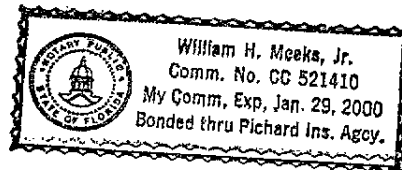
STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this 23 day of February, 1998, before me, a Notary Public duly authorized in the state and county above named to take acknowledgements, personally appeared ROBERT K. POINDEXTER AND DEBORAH A. POINDEXTER personally known to me and to me known to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Manatee County,
Florida, the day and month and year first above written.


Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapters 607 and 608, Florida Statutes,

the following is submitted in compliance with the said Act: FIRST; that B.P.'S TROPICAL PETS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Bradenton, County of Manatee, State of Florida, has named Robert K. Poindexter, 6046 14th St. W., Bradenton, FL 34207, as agent to accept service within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 

ROBERT K. POINDEXTER
(Registered Agent)

FILED
98 MAR -4 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA