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RICHARD P. McKENNA

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April 22, 1998

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Dear Division of Corporations:

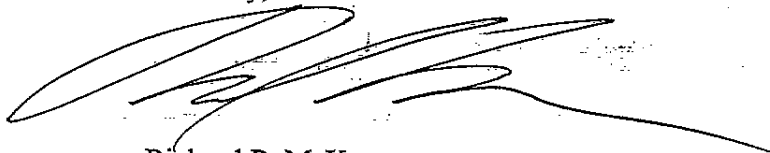
I have enclosed the Articles of Incorporation of Kar-Cog, Inc.

I have also enclosed my check for \$122.50 to cover the cost of filing and receiving a certified copy of the Articles of Incorporation.

Thank you for your cooperation in this matter.

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****122.50 ****122.50

Sincerely,



Richard P. McKenna

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

426-25

ARTICLES OF INCORPORATION
OF
Kar-Cog, Inc.

The undersigned subscribers to these Articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The Name of this corporation is: Kar-Cog, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is: to provide products and services related to household pets and;

1. To engage in any activity or business permitted under the laws of the United States and of this State.
2. To the same extent as a natural person might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.
3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in and deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description, now or hereafter permitted by law.
4. To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.
6. To purchase the corporation assets of any other corporation and engage in the same or other character of business.

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TALLAHASSEE, FLORIDA

7. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

8. To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

9. The foregoing clauses shall be construed both as objects and powers, and is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue is 1000 shares of \$1.00 par value common stock, all of one class.

ARTICLE IV

This corporation is to exist perpetually. The corporate existence is to commence upon the filing of these articles with the Secretary of State.

ARTICLE V

The amount of capital with which this corporation will begin business is \$1000.00.

ARTICLE VI

The initial address of the principle office of this corporation in the State of Florida, and the mailing address of the corporation is 14286 Beach Boulevard, Unit 10, Jacksonville, Duval County, Florida 32250.

The initial registered office is located at 14286 Beach Boulevard, Unit 10, Jacksonville, Duval County, Florida 32250, and the name of the initial registered agent at that office is Troy Coggins.

The Board of Directors may from time to time move the principle office to any other address in Florida.

ARTICLE VII

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaw adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII

The names and addresses of the members of the first Board of Directors are:

Troy Coggins, 12283 Sondra Cove Trail North, Jacksonville, Florida 32225
Karola Coggins, 12283 Sondra Cove Trail North, Jacksonville, Florida 32225

ARTICLE IX

The Corporation shall indemnify any officer or director, and any former officer or director in the manner set out and provided for in Section 607.0850 of the Florida Statutes.

ARTICLE X

The names and post office addresses of the subscribers to these Articles of Incorporation are:

Troy Coggins, 12283 Sondra Cove Trail North, Jacksonville, Florida 32225
Karola Coggins, 12283 Sondra Cove Trail North, Jacksonville, Florida 32225

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of stock entitled to vote thereon.

THESE ARTICLES OF INCORPORATION are subscribed to on 15 March, 1998, by:

Troy L. Coggins
Troy Coggins

Karola Coggins
Karola Coggins

CERTIFICATES DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE,

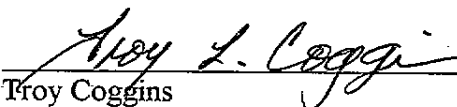
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

Kar-Cog, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 14286 Beach Boulevard, Unit 10, in Jacksonville, Duval County, Florida 32250, has named Troy Coggins, located at 14286 Beach Boulevard, Unit 10, Jacksonville, Florida 32250, as its registered agent to accept service of process.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.


Troy Coggins

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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