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FROM: ACE INDUSTRIES, INC.
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NAME: KRAZY KRITTERS, INC.

AUDIT NUMBER.....H98000008755

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1998

ACE INDUSTRIES INC

Kritter Kraze, INC.

~~Kritter Kraze, INC.~~

SUBJECT: ~~KRAZY-KRITTERS~~, INC.

REF: W98000010491

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98-8755 ARTICLES OF INCORPORATION

Article 1: Name of Corporation: KRITTER KRAZE, INC.

Address of Corporation: 8535 BAYMEADOWS ROAD, SUITE 15
JACKSONVILLE, FL 32256

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500, with a par value of \$1.00.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: AMY BROUDY

REGISTERED OFFICE: 8535 BAYMEADOWS ROAD, SUITE 15
JACKSONVILLE, FL 32256

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

 05 / 07 / 98
Signature of Registered Agent Date

Article 4: The Board of Directors are: (BOARD of DIRECTORS is not required).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. AMY BROUDY, 8535 BAYMEADOWS ROAD, SUITE 15, JACKSONVILLE, FL 32256

2. WILLIAM BODEN, 1680 BENEDICT PLACE, BALDWIN, NY 11510

3. _____

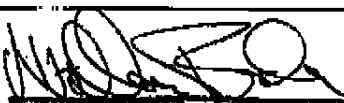
Article 5: The NAME and ADDRESS of the INCORPORATOR is:

WILLIAM BODEN

1680 BENEDICT PLACE

BALDWIN, NY 11510

In witness whereof, I have subscribed my name:


Signature of Incorporator

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

H98-8755

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