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HERBERT W. FISS

ATTORNEY AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 15, 1998

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

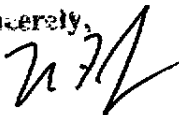
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****245.00 ****122.50

RE: P.O.T.L. PETS II, INC.; P.O.T.L. PETS III, INC.

Enclosed are the originals and one copy of the articles of incorporation for the above-named proposed Florida corporations. Also enclosed is a check in the amount of \$245.00, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,



HERBERT W. FISS

ATTORNEY AT LAW

F. CHESSEY JUL 21 1998

ARTICLES OF INCORPORATION
OF
P.O.T.L. PETS II, INC.

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ARTICLE I

The name of this corporation shall be P.O.T.L. PETS II, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation, and the objects or purposes to be transacted, promoted, or carried on, are:

- (a) To transact, promote, or carry on any and all lawful business including, but not limited to, the retail sale of pets.
- (b) To both lend and borrow money, either with or without security.
- (c) To acquire the good will of any person, firm, business, or corporation, and their rights, properties, patents, grants, concession, trade-marks, trade-names, distinctive marks, processes and patents and other property rights; to hold, use, operate under and sell the same, and to grant licenses for the use of the same.

(d) To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired, or any other lawful objects.

(e) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of capital stock or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of this state or any other state or government and while the owner of such stock to exercise all the rights, powers, and privileges of ownership; including the right to vote thereon.

(f) To purchase, hold, sell and transfer shares of its own capital stock; providing that this corporation shall not purchase its own shares of capital stock, except under Article VIII below and except from the surplus of its assets over its liabilities, including capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state and any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(h) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either along or in connection with any person, firm, association or corporation.

(i) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection of benefit of the corporation, and in addition to the specific powers herein enumerated, have any and all rights, powers and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The corporation is to commence its corporate existence on the date of filing these articles of incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV

The initial principal office of this corporation shall be 1977 State Road 60, Valrico, Florida 33594, and the initial registered agent is Kristy Julian, 1977 State Road 60, Valrico, Florida 33594. The Board of Directors may from time to time move the

registered office to any other address and may establish branch offices and other places of business as may be deemed expedient.

ARTICLE V

The maximum number of common stock shares that this corporation is authorized to have outstanding at any one time shall be One Thousand (1,000). Each common stock share shall have a par value of One Dollar (\$1.00). There shall be no preemptive rights except to the extent specified by the By-Laws.

ARTICLE VI

The business of this corporation shall be conducted by a president, a vice-president, a secretary, and a treasurer and by a Board of Directors consisting of not less than one (1) director, to be determined by the By-Laws. Any officer may be a director and hold more than one office, with the exception of the president who cannot be secretary. The following shall serve as initial directors and officers of this corporation:

Kristy Julian (director, president and treasurer)
1977 State Road 60
Valrico, Florida 33594

Michael Julian (secretary)
1977 State Road 60
Valrico, Florida 33594

Each officer and director shall hold office until his successor shall be elected and qualified; provided, however, that a majority of the stockholders at either a regular or special meeting may remove any officer or director with or without cause. The duties

and powers and functions of the officers and Board of Directors shall be as usually evolve upon such officers and directors, unless otherwise provided by the By-Laws.

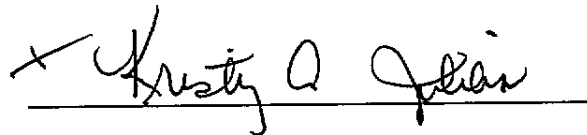
ARTICLE VII

The name and address of the incorporator to these articles of incorporation is Kristy Julian, 1977 State Road 60, Valrico, Florida 33594.

ARTICLE VIII

In the event that any shareholder desires to sell, transfer, encumber or make any other disposition of any of his stock, whether such disposition is voluntary or involuntary (including transfers resulting from death), that shareholder shall be obligated to give notice of said sale, transfer, encumbrance of disposition to the corporation. The remaining shareholders of the corporation shall then have the first right and option to purchase the stock, or any part of it, at no more than book value existing at the time of such purchase. The remaining or surviving shareholder shall have six (6) months in which to exercise his first right and option to purchase.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 15th day of July, 1998.


KRISTY JULIAN

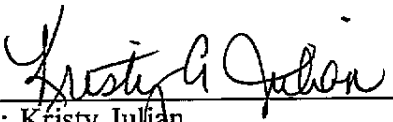
Designation and Acceptance of Registered Agent

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is **P.O.T.L. PETS II, INC.**
2. The name of the registered agent is Kristy Julian.
3. The address of the registered agent is 1977 State Road 60, Valrico, Florida 33594.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: Kristy Julian
Dated: 7-15-98

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