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OF COUNSEL

ROBERT M. FOSTER (1893-1958)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIO.  
98 SEP -8 AM 10:06

September 3, 1998

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Rangeline Pet Supply, Inc.

600002634466--7  
-09/09/98--01005--013  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madame:

Enclosed please find two (2) original Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$122.50.

Please return a stamped original of the Articles for our records.

Should you have any questions, please call.

Very truly yours,



Lisa Bogatin  
Secretary to John D. Heffling, Esq.

/lab

Enclosures

D. BROWN SEP 14 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP -8 AM 10:07

**ARTICLES OF INCORPORATION  
OF  
RANGELINE PET SUPPLY, INC.**

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME AND PRINCIPAL OFFICE**

The name and mailing address of this Corporation is: Rangeline Pet Supply, Inc., 2773 State Road 7, West Palm Beach, Florida 33414.

**ARTICLE II  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing on the filing of these Articles.

**ARTICLE III  
PURPOSE**

The general purposes for which the Corporation is organized are the following:

- a. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- b. To do such other things as are incidental to the purpose of Corporations or necessary or desirable in order to accomplish them.
- c. To engage in the operation of a business dedicated to sale of agricultural, equestrian and pet feed and related supplies and to carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or object of this Corporation.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) Shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is Suite 305, 501 South Flagler Drive, West Palm Beach, FL 33401. The name of its initial registered agent at that address is John D. Heffling.

**ARTICLE VI  
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors for this Corporation is one (1). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1). The name and address of each initial director of the Corporation is as follows:

Verna D. Braswell

2773 State Road 7  
West Palm Beach, FL 33414

**ARTICLE VII  
INCORPORATORS**

The name and address of the person signing these Articles of Incorporation as the incorporator is: John D. Heffling, Esq., Suite 305, 501 South Flagler Drive, West Palm Beach, FL 33401.

**ARTICLE VIII  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE IX  
INDEMNIFICATION**

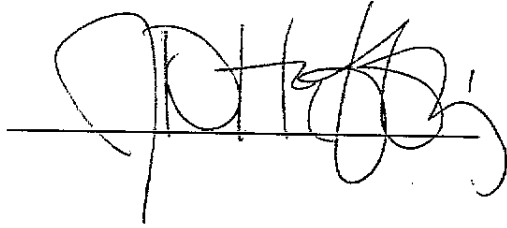
The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

**ARTICLE X  
BY-LAWS**

The power to adopt, alter, amend and repeal the by-laws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the by-laws must be approved by a

majority of the shareholders.

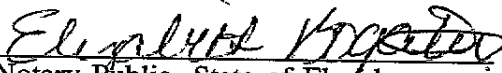
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 3 day of September, 1998.



STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public, personally appeared JOHN D. HEFFLING, to me known to be the person described as incorporator or who has provided his Florida drivers license as proof of identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 3 day of September, 1998.

  
Notary Public, State of Florida  
My commission expires:



Elizabeth Bogatin  
MY COMMISSION # 00685383 EXPIRES  
December 6, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP -8 AM 10:07

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Rangeline Pet Supply, Inc.
2. The name and address of the registered agent and office is:

John D. Heffling  
301 South Flagler Drive  
Suite 305  
West Palm Beach, Florida 33401

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

  
JOHN D. HEFFLING

September 3, 1998

Date