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September 30, 1998

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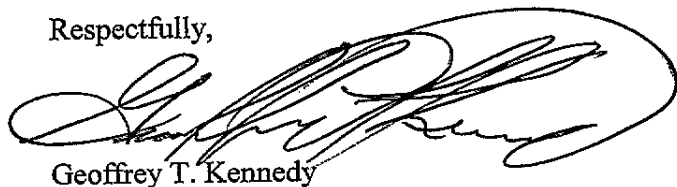
SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

RE: Ande's Pets, Inc.

To Whom It May Concern:


Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$ 70.00. This check represents the cost of the filing fee.

Respectfully,



Geoffrey T. Kennedy

FILED
98 OCT 19 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


86-02-03
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ARTICLES OF INCORPORATION

of
ANDE'S PETS, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: ANDE'S PETS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

2252 GROVELAND DRIVE
LUTZ, FLORIDA 33549

ARTICLE III - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of one Dollar (\$1.00) par value Common Stock, which shall be designated as "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

GEOFFREY T. KENNEDY
2252 GROVELAND DRIVE
LUTZ, FLORIDA 33549

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

GEOFFREY T. KENNEDY
2252 GROVELAND DRIVE
LUTZ, FLORIDA 33549

JENNIFER M. KENNEDY
2252 GROVELAND DRIVE
LUTZ, FLORIDA 33549

ARTICLE III - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

GEOFFREY T. KENNEDY
2252 GROVELAND DRIVE
LUTZ, FLORIDA 33549

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 30th day of September 1998.

Signature

Witness

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

***CERTIFICATE OF REGISTERED AGENT
OF
ANDE'S PETS, INC.***

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered agent as indicated in the Articles of Incorporation at 2252 GROVELAND DRIVE, LUTZ, FLORIDA 33549 has named GEOFFREY T. KENNEDY, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

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TALLAHASSEE, 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 provisions of Florida Law in keeping open said office.


(Registered Agent)