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October 16, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

400002667354--7  
-10/19/98--01124--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Panda's Pampered Pets, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for Panda's Pampered Pets, Inc., together with our check in the amount of \$78.75 to cover the filing fee.

Kindly file the original Articles and provide us with a copy thereof.

If you have any questions, please feel free to contact me.

Very truly yours,

*Karen Joseph*  
Karen Joseph

/klj  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 19 AM 8:38

ARTICLES OF INCORPORATION  
OF  
PANDA'S PAMPERED PETS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

PANDA'S PAMPERED PETS, INC.

The principal place of business of this corporation shall be:

9606 North Willow Avenue  
Tampa, FL 33612-7748

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address and mailing address of the initial registered office of the corporation shall be:

9606 North Willow Avenue  
Tampa, FL 33612-7748

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The initial registered agent of the corporation is Edith H. Midulla, whose address is 9606 North Willow Avenue, Tampa, FL 33612-7748

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

#### ARTICLE VIII. DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The name and address of the initial director are:

Edith H. Midulla  
9606 North Willow Avenue  
Tampa, FL 33612-7748

#### ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation shall hold office for the first year of the corporation, or until her successors are elected or appointed is:

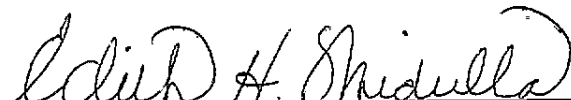
Edith H. Midulla

President/Secretary

ARTICLE X. INCORPORATORS


The name and street address of the incorporator to these Articles of Incorporation are:

Edith H. Midulla  
9606 North Willow Avenue  
Tampa, FL 33612-7748

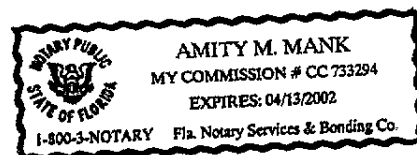
  
Edith H. Midulla

STATE OF FLORIDA  
COUNTY OF PINELLAS

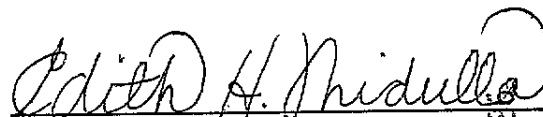
The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of October, 1998 by Edith H. Midulla.

  
NOTARY PUBLIC  
My Commission Expires:

ACKNOWLEDGMENT:



Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.

  
Edith H. Midulla

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