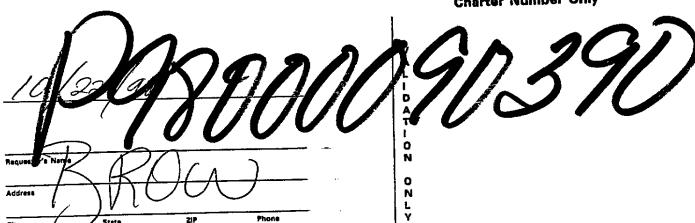
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CORPORATION(S) NAME

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Call When Ready

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CERTIFIED COPY

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ARTICLES OF INCORPORATION OF

PET DEPOT, INC.

ARTICLE I - NAME

The name of this corporation is

PET DEPOT, INC.

ARTICLE II- BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the 22nd day of October , 1998; provided that if such day be unauthorized under the law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one (\$1.00) dollar par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and principal of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

Registered Agent

Street Address of Registered Agent

Jo Ann Hummel

4106 No. Circle Drive Hollywood, FL. 33021

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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. The initial director of this corporation shall be the incorporator named below.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

Jo Ann Hummel 4106 No.Circle Drive Hollywood, FL. 33021

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 22nd day of October , 1998

Jo Ann Hummel , Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following

is submitted, in compliance with said Act: PET DEPOT, INC. First-That (Name of Corporation) desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Hollywood Broward _____, State of Florida has named _____ Jo Ann Hummel (Name of Resident Agent) located at 4106 No. Circle Drive (Street address and number of building, Post Office Box address not acceptable) City of_ ____, County of Broward State of Florida, as its agent to accept service of process within this state. ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT) Having been named to accept service of process for the above stated corporation, at place designated in this ertaficate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. Signature Registered Agen