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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Account Name : ACE INDUSTRIES, INC.
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PET'S R US MOBILE GROOMING, CORP.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 1999

ACE INDUSTRIES, INC

SUBJECT: PET'S R US MOBILE GROOMING, CORP.
REF: W99000002468

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

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Letter Number: 099A00004259

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
PET'S R US MOBILE GROOMING, CORP.**

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is:

PET'S R US MOBILE GROOMING, CORP.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business and the object and purposes to be transacted and carried are:

To conduct mobile pet grooming services and furthermore, any and all business not prohibited by the laws of the United States and the State of Florida.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of it's properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III: CAPITOL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: ONE HUNDRED shares having a par value of one (\$1.00) per share.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V: ADDRESS

The initial post office of the principal office of this corporation in the State of Florida is:
17449 SW 21 Court
Miramar, FL 33029

The board of directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

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ARTICLE VI: DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time according to the by-laws adopted by the stockholder(s) but shall never be less than one.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The name and post office address of the members of the first board of directors, who subject to the provisions of these Articles of Incorporation, future adopted by-laws and the laws of the State of Florida, shall hold office until his/her/their successor(s) is/are elected and has/have qualified are:

Dayron Orta, 17449 SW 21 Court, Miramar, FL 33029

Lidia Orta, 17449 SW 21 Court, Miramar, FL 33029

Lydia Pescador, 17449 SW 21 Court, Miramar, FL 33029

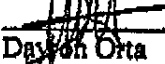
ARTICLE VIII: AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

ARTICLE IX: DESIGNATION OF REGISTERED AGENT AND INCORPORATORS

Lidia Orta is hereby named as registered resident agent for this corporation to be it's agent and to accept services of process within the State of Florida at this registered office:
17449 SW 21 Court, Miramar, FL 33029

 Dayron Orta is hereby named as incorporator for this corporation.

 Dayron Orta
17449 SW 21 Court, Miramar, FL 33029

 Lidia Orta is hereby named as incorporator for this corporation.

 Lidia Orta

 Lydia Pescador is hereby named as incorporator for this corporation.

 Lydia Pescador

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ACKNOWLEDGMENT AND ACCEPTANCE OF DESIGNATION AS REGISTERED RESIDENT AGENT

Having been named as registered agent and to accept service of process for PET'S R US MOBILE GROOMING, CORP. At the place designated before in these articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance obligations of my position as registered agent.

Having been named registered agent, I agree to act in this capacity:


Lidia Orta
Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

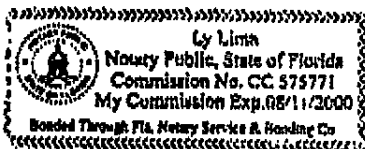
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared:

Lidia Orta

who after being duly sworn and under oath say and acknowledge:

That he signed the above and foregoing Articles of Incorporation accepting designation of registered agent of this corporation, this 1 day of FEBRUARY, 1999.

Notary Seal:




Notary Public, State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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