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CHICAGO OFFICE

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Division of Corporations

-Tuesday, March 2, 1999

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : CORPORATE CREATIONS CHICAGO, L.L.C
Account Number : 110450001334
Phone : (773) 935-3920
Fax Number : (773) 935-4020

FLORIDA PROFIT CORPORATION OR P.A.

Paradise Pet Care Corp.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Paradise Pet Care Corp.

Article II. Address

The mailing address of the Corporation is:
Paradise Pet Care Corp.
217 Butler Street
West Palm Beach FL 33407-6003

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Dave K. Roy
1818 S. Australian Avenue, Suite 400
West Palm Beach FL 33409

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Marisa Lorello

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations Chicago L.L.C.
3023 North Clark Street #318
Chicago IL 60657
(773) 935-3920

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations Chicago L.L.C.
3023 North Clark Street #318
Chicago IL 60657

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 2, 1999.

The undersigned incorporator executed these Articles of Incorporation on March 2, 1999.



CORPORATE CREATIONS CHICAGO L.L.C.
Brian R. Fons President

Corporate Creations Chicago L.L.C.
3023 North Clark Street #318
Chicago IL 60657
(773) 935-3920

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

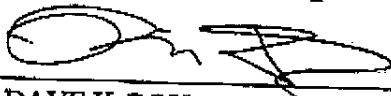
CORPORATION:

Paradise Pet Care Corp.

REGISTERED AGENT/OFFICE:

Dave K. Roy
1818 S. Australian Avenue, Suite 400
West Palm Beach FL 33409

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVE K. ROY
by B.R. Fons as attorney-in-fact

Date: March 2, 1999.

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