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32121

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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1321 Corp., Inc.

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DIVISION OF CORPORATION

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR -8 AM 11:45

APPROVED  
AND  
FILED

Signature \_\_\_\_\_

Requested by: LS

4/8/99 9:18

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**1321 CORP., INC.**

APPROVED  
AND  
FILED  
99 APR -8 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be as follows:

**1321 CORP., INC.**

The principal place of business of this corporation shall be 721 U.S. No. One, Vero Beach, Florida 32962, and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation shall be formed for the specific purpose of operating a retail store selling pets, pet supplies, and providing pet services and may engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be, and the name of the initial registered agent of the corporation at that address is **MORTON B. BROWN**, 721 U.S. No. One, Vero Beach, Florida 32962.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE VII. SPECIAL PROVISION**

This corporation shall be organized, if the shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

**ARTICLE VIII. OFFICERS AND DIRECTORS**

This corporation shall have one (1) officer and one (1) director, initially. The name and street address of the initial officer and director who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

**MORTON B. BROWN** - Director/President/Secretary/Treasurer  
721 U.S. No. One  
Vero Beach, Florida 32962

No amendment to these articles shall be required in the event the shareholder wishes to increase or decrease the number of directors. However, the number may never exceed seven (7) directors.

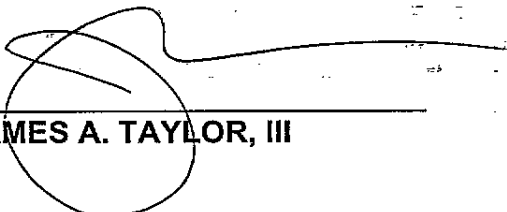
**ARTICLE IX. INCORPORATOR**

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

**ROSSWAY MOORE & TAYLOR**  
The Oak Point Professional Center  
5070 North Highway A-1-A, Suite 200  
Vero Beach, Florida 32963.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal on this 7<sup>th</sup> day of April, 1999.

**ROSSWAY MOORE & TAYLOR**

By:   
\_\_\_\_\_

**JAMES A. TAYLOR, III**

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

**MORTON B. BROWN**, whose address is as follows: 721 U.S. No. One, Vero Beach, Florida 32962, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*.

  
\_\_\_\_\_

**MORTON B. BROWN**

Date: April 7, 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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