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P99000048933
May 24, 1999

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200002885742--1
-05/25/99-01064-005
****122.50 ****78.75

Re: Filing of Articles of Incorporation of Nutra Pet, Inc.

Ladies/Gentlemen:

Enclosed please find an original and one photocopy of the Articles of Incorporation of Nutra Pet, Inc. for filing with the Secretary of State, together with a check in the amount of \$122.50, representing the fee for filing and obtaining a certified copy of said Articles.

In the event you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

NAVON, KOPELMAN, O'DONNELL & LAVIN, P.A.

Terri A. Cianelli

Terri A. Cianelli
Legal Assistant

Ingo

/tac
Enclosures

\\Host\\TERR\\Secretary of State - File Articles of Incorporation.wpd

FILED
99 MAY 25 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0-29629

5/28/99
MM

**ARTICLES OF INCORPORATION
OF
NUTRA PET, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

Nutra Pet, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is 6621 E. Malvera Street, Inverness, Florida 34452.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 6621 E. Malvera Street, Inverness, Florida 34452, and the initial registered agent of this Corporation at that address shall be Michael Jacobs.

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99 MAY 25 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

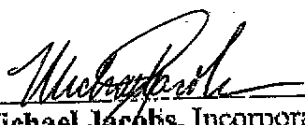
**ARTICLE V
INCORPORATOR**

The name and street of the person signing these Articles of Incorporation is:

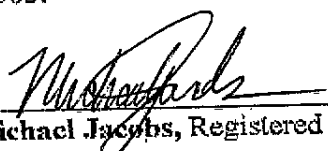
Michael Jacobs
6621 E. Malvera Street
Inverness, Florida 34452

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 19th day of

May, 1999.


Michael Jacobs, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Michael Jacobs, Registered Agent

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