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LINDA KOENIGSBERG
Attorney at Law
925 Bickell Avenue
Suite D-207
Miami, Florida 33129

Phone: 305-657-6339
Fax: 305-858-9783

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June 4, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Pet Hunter, Inc.

FILED
99 JUN 10 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation, and a check for \$70.00 for the filing fee. Also enclosed is the Acceptance by the Resident Agent.

Please acknowledge your receipt of these documents.

Thank you.

Very truly yours,


LINDA KOENIGSBERG
LK:dmk
Encl.

RV
6-14-99

**ARTICLES OF INCORPORATION
OF**

PET HUNTER, INC.

I, the undersigned, being of legal age and a natural person do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

FILED
99 JUN 10 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be Pet Hunter, Inc.

ARTICLE II

The address of the principal office and the mailing address of the corporation are 1925 Brickell Avenue, Suite D-207, Miami, Florida 33129.

ARTICLE III

The capital stock authorized, the part value thereof, and the characteristics of such stock shall be as follows:

<u># of Authorized Shares</u>	<u>Par Value</u>	<u>Per Share</u>	<u>Class of Stock</u>
100	\$00.25	Per Share	

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

The corporation's initial registered office address is 1925 Brickell Avenue, Suite D-207, Miami, Florida 33129, and the name of its initial registered agent is Linda McGuinness at said address.

ARTICLE V

The names and addresses of the Incorporators are: Linda McGuinness and John Q. Chin whose addresses are, respectively, 1925 Brickell Avenue, Suite D-207, Miami, Florida 33129 and Post Office Box 432455, South Miami, Florida 33243-2455.

ARTICLE VI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so

interested.

ARTICLE VII

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE VIII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE X

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist thereafter unless sooner dissolved according to law.

ARTICLE XI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a unanimous vote thereafter determine that the corporation be managed by the stockholders.

ARTICLE XII

The names and addresses of the first director and officers of the corporation who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President and Treasurer: Linda McGuinness, 1925 Brickell Avenue, Suite D-207, Miami, Florida 33129

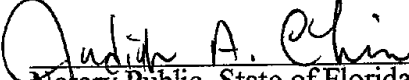
Vice President and Secretary: John Q. Chin, Post Office Box 432455, South Miami, Florida 33243-2455.

IN WITNESS WHEREOF, I, Linda McGuinness, the undersigned, being the Incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 4th day of June, 1999.


Linda McGuinness

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 4th day of June, 1999, by Linda McGuinness, who is personally known to me or who has produced-- N/A-- as identification and who did/did not take an oath.


Notary Public, State of Florida

