

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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Articles

1.)

Pet Pals USA, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

OF

PetPalsUSA, Inc.

FILED
99 JUN 15 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is PetPalsUSA, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation is 4224 Sunray Drive, Holiday, FL 34691 and the mailing address of the corporation is 4224 Sunray Drive, Holiday, FL 34691.

ARTICLE III - DURATION

The duration of the corporation is in perpetuity.

ARTICLE IV - PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have \$1.00 par value.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4224 Sunray Drive, Holiday, Florida 34691, and the name of its initial registered agent at that address is Barbara D. Ries.

ARTICLE VII - THE INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two. The number of directors may be increased or decreased from time to time in accordance with the by-laws, but shall never be less than one. The names and addresses of the initial directors of the corporation are:

John A. Ries
4224 Sunray Drive
Holiday, FL 34691

Barbara D. Ries
4224 Sunray Drive
Holiday, FL 34691

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators of this corporation are:

John A. Ries
4224 Sunray Drive
Holiday, FL 34691

Barbara D. Ries
4224 Sunray Drive
Holiday, FL 34691

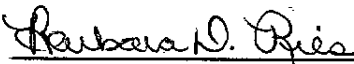
ARTICLE IX - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 11th day of June, 1999.



John A. Ries
Incorporator



Barbara D. Ries
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared JOHN A. RIES and BARBARA D. RIES, who have identified themselves by way of their Florida driver licenses and they acknowledge before me and to me they executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11 day of June, 1999.



Notary Public



Sue R. Maurer
MY COMMISSION # CC659044 EXPIRES
July 12, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PetPalsUSA, Inc., which appointment is contained in the foregoing Articles of Incorporation. As Registered Agent, he acknowledges that she is familiar with, and accepts the obligations provided for in Florida Statute Section 607.0505. Dated this 11th day of June, 1999.



Barbara D. Ries
Registered Agent

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TALLAHASSEE, FLORIDA