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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

westfork pets, inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
WESTFORK PETS, INC.**

WE, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State these Articles of Incorporation; and to that end we do, by these Articles set forth;

ARTICLE ONE-NAME

The name of this corporation is WESTFORK PETS, INC.

ARTICLE TWO-DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE-PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do.

ARTICLE FOUR-CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares

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of common stock. Such shares shall be of single class and shall have a par value of \$0.00 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FIVE- SUBSCRIBERS

The street address of the initial principal office of the corporation is 2164 S. University Drive, Davie, Florida 33324. The Registered Agent shall be David Rafael whose address is 2164 S. University Drive, Davie, Florida 33324.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be no less than one (1) and no more than five (5), unless specifically amended by majority vote of the shareholders of all outstanding stock. The initial directors of the corporation shall be appointed by the incorporator no later than thirty (30) days from the date of incorporation.

ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

DAVID RAFAEL	2164 S. University Drive Davie, Florida 33324
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ARTICLE EIGHT - INITIAL OFFICERS

That the initial officers and directors of the corporation are as follows:

DAVID RAFAEL	President/Director/Secretary
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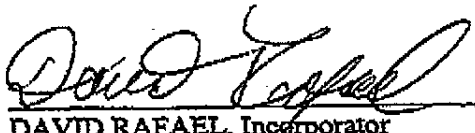
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ARTICLE NINE - AMENDMENTS

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

28 day of June, 1999.


DAVID RAFAEL, Incorporator

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**CERTIFICATE OF DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with
said Act:

That desiring to organize under the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at the City of Davie, County of Broward, and the State of
Florida, has named, DAVID RAFAEL, 2164 S. University Drive, Davie, Florida 33324 as its agent
to accept service of process within its State.

David Rafael
INCORPORATOR
DATED: 6/25/99

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provisions of said office.

David Rafael
RESIDENT AGENT
DATED: 6/25/99

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