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C&C Tax' & Accounting

4543 Wesconnett Blvd. Jacksonville, FL 32210 904-771-0262

June 21, 1999

7-15-99

Department of State Division Of Corporations P.O. BOX 6327 Tallahassee, FL 32314

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RE: Articles of Incorporation

Dear Sir:

Please find enclosed the original and 1 copy of the Articles of Incorporation for Fish Factory Pet Center, Inc.. If you have any questions, please contact me at 904-771-0262.

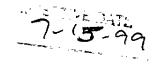
Regards

John Davis C&C Tax & Accounting 4543 Wesconnett Blvd. Jacksonville, FL 32210 904-771-0262

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SECRETARY OF STATE

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ARTICLES OF INCORPORATION OF



Fish Factory Pet Center, Inc.

The undersigned incorporator's, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE L NAME

The name of the Corporation shall be: Fish Factory Pet Center, Inc.

ARTICLE IL PRINCIPAL OFFICE

Its principal place of business and mailing address of this corporation shall be:

8081-4 Normandy Blvd. Jacksonville, FL 32221



ARTICLE III. SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:

100 shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Roger McCall. 8081-4 Normandy Blvd. Jacksonville, FL 32221

ARTICLE V. INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation are:

Roger McCall 5089 Jones Road Jacksonville, FL 32219

ARTICLE VI. LIABILITY OF STOCKHOLDERS

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

ARTICLE VII. EFFECTIVE DATE

Pursuant to Section 607.0123 of the Florida Statues, the effective date of this document shall be July 15, 1999.

ARTICLE VIII. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Artic Incorporation, this	ies oi
Roger McCall, Incorporator	

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SECRETARY OF STATE
SECRETARY OF STATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place of designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Roger McCall/ Registered Agent Date