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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Petmania, Inc.

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*****78.75 *****78.75

- ☒ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

Signature _____

Requested by: LS

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation of PetMania, Inc.

The undersigned, acting as Incorporator under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida:

ARTICLE I: NAME

The name of this Corporation is PetMania, Inc.

ARTICLE II: COMMENCEMENT AND DURATION

This Corporation shall commence in existence upon the filing of these Articles and shall exist perpetually thereafter.

ARTICLE III: PURPOSE

The purpose for which this Corporation is organized is to do business or engage in any activity permitted to corporations under the laws of the United States and of the State of Florida including, but not limited to, providing animal products and services to the general public.

ARTICLE IV: PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is: 515 N. Missouri Avenue, Largo, Florida 33770.

ARTICLE V: CAPITAL STOCK AND AUTHORIZED SHARES

This Corporation is authorized to issue only one class of common stock to comply with the Internal Revenue Code requirements for S Corporation in order to gain certain special taxation benefits. The common stock shareholders shall have full voting rights and shall be entitled to receive the net assets of the Corporation on dissolution.

The Corporation shall have the authority to issue 1000 shares of Capital Stock with a par value of One Dollar (\$1.00) per share. As an initial issue 1000 shares of the Capital Stock of the Corporation shall be issued for cash at a par value of One Dollar (\$1.00) per share.

The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

ARTICLE VI: S CORPORATION RESTRICTION

The transfer of the Corporation's shares is restricted in order to maintain the Corporation's status as an S corporation. The number and identity of the shareholders are restricted by the Internal Revenue Code in order to maintain the S-corporation election under federal and state tax laws.

ARTICLE VII: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation is Christopher R. Campbell and the initial registered address of the office of this Corporation shall be 515 N. Missouri Avenue, Largo, Florida 37770. He will accept service of process for the corporation at this address and who upon accepting this designation, agrees to comply with the provisions of Section 48.019, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator is Christopher R. Campbell.

ARTICLE IX: NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be no less than two. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Shareholders, but shall never be less than two.

ARTICLE X: INCORPORATION DIRECTORS

The name and address of the persons who shall serve as incorporation directors until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified, are Christopher R. Campbell, of 465 10th Avenue North, St. Petersburg, Florida 33701 and Michelle E. Campbell of 465 10th Avenue North, St. Petersburg, Florida 33701.

ARTICLE XI: AMENDMENT OF ARTICLES

The Shareholders shall have power to adopt, amend, or repeal these Articles of Incorporation when proposed and approved at a Shareholders meeting, with not less than a two-thirds vote of the common stock.

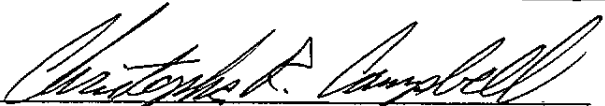
ARTICLE XII: ADOPTION OF BY-LAWS

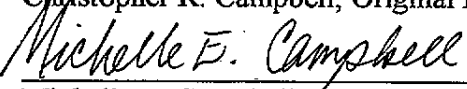
The Shareholders of this Corporation shall have the power to adopt the initial By-Laws.

ARTICLE XIII: PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time (except future services), in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized & issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed to these Articles of Incorporation at St. Petersburg, Florida, this 28th day of July 1999.

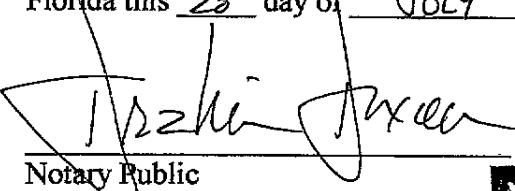

Christopher R. Campbell, Original Incorporator and Incorporation Director


Michelle E. Campbell, Incorporation Director

STATE OF FLORIDA COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Christopher R. Campbell and Michelle E. Campbell known by me to be the persons described above, and she did sign the foregoing as Original Incorporator and Incorporation Director, and they were sworn.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at St. Petersburg, Florida this 28 day of JULY 1999.

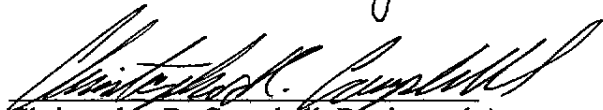

Notary Public
My commission number is:
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

I, Christopher R. Campbell of 465 10th Avenue North, St. Petersburg, Florida 33701, having been named to accept service of process for PetMania, Inc. at the place designated in the Articles of Incorporation agree to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

This 28 day of July, 19 99.


Christopher R. Campbell, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA