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ePetVillage.com

October 12, 1999

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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

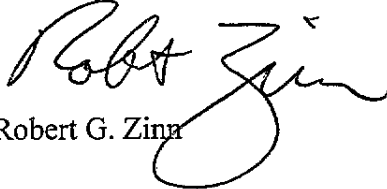
Attention: New Corporation Filing

Dear Sir or Madam:

Please find the accompanying Articles of Incorporation for PET HOLDINGS, INC. and the check in the amount of \$78.75.

Should you have any questions or comments regarding this matter, please do not hesitate to call or advise.

Sincerely,


Robert G. Zinn

FILED
99 OCT 14 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PET HOLDINGS, INC.

FILED
99 OCT 14 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is PET HOLDINGS, INC.

ARTICLE II

The general power for which the corporation is organized is to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 1000 at \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property and 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 IV

The street address of the corporation shall be 225 North Federal Highway, Suite 602, Pompano Beach, Florida 33062. The name and address of the corporation's initial registered agent is Robert G. Zinn, 225 North Federal Highway, Suite 602, Pompano Beach, Florida 33062.

ARTICLE V

The Board of Directors of this Corporation shall consist of not less than one and not more than ten members. The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and street address of the initial director(s) is:

NAME

Thomas G. Manuel

ADDRESS

225 North Federal Highway
Suite 602
Pompano Beach, Florida 33062.

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meeting.

ARTICLE VI

The name and address of the incorporator is Thomas G. Manuel, 225 North Federal Highway, Suite 602, Pompano Beach, Florida 33062

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XII

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

Dated this 12th day of October, 1999.



Thomas G. Manuel, Incorporator

FL DA 11 576-827-45-135-0

STATE OF FLORIDA

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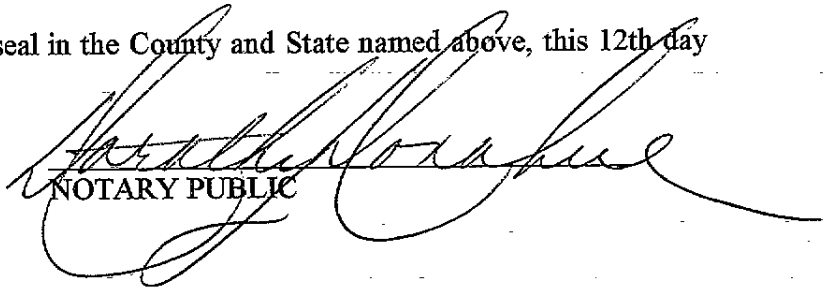
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COUNTY OF Broward

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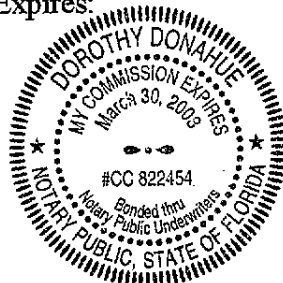
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgment, personally appeared Thomas G. Manuel, to me known to be the person described in and who executed the foregoing Articles of Incorporation of Pet Holdings, Inc., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 12th day of October, 1999.


NOTARY PUBLIC

My Commission Expires:

(seal)



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

FILED
99 OCT 14 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That PET HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 225 North Federal Highway, Suite 602, Pompano Beach, Florida 33062. has named **Robert G. Zinn** as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


ROBERT G. ZINN