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Please reply to Boca Raton Office

October 21, 1999

VIA FEDERAL EXPRESS

Department of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****87.50 *****87.50

RE: Article of Incorporation - Pit Stop Pets, Inc.

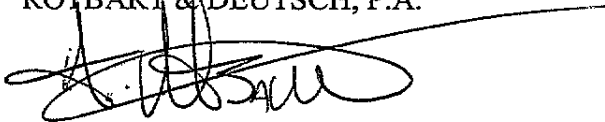
Dear Sir or Madam:

Please find enclosed two (2) original Articles of Incorporation for "Pit Stop Pets, Inc.," together with a check for Eighty Seven and 50/100 Dollars (\$87.50) for the filing fees, certified copy of the Articles, and a Certificate of Status.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

ROTBART & DEUTSCH, P.A.



BY: Alexander B. Rotbart

Enclosures

ABR/dms

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FILED
1999 OCT 22 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Alexander Rotbart GAVE
AUTHORIZATION BY PHONE TO
CORRECT VI
DATE 10-25-99
DOC. EXAM [initials]

BOCA RATON

FORT LAUDERDALE

A. Howell OCT 25 1999

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PIT STOP PETS, INC.**

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

ARTICLE I - NAME

The name of the corporation is: **PIT STOP PETS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Directors of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at One (\$1.00) dollar per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The Registered Agent of this corporation shall be Law Offices of Rotbart & Deutsch, P.A., 21845 Powerline Road, Suite 201, Boca Raton, Florida 33433. The Principal Office of this corporation in the State of Florida shall be: 11322 Teach Road East
Palm Beach Gardens, FL 33410
. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one (3) Directors initially. The number of directors may be increased or diminished from time to time through the Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

President & Director	Kimberly Keeter 2960 Roxburgh Drive Roswel, GA 30076
Vice President, Treasurer, Secretary and Director	Celeste Jackson 11322 Teach Road East Palm Beach Gardens, FL 33410
Director	J. Wallace Johnson 7520 Marsh Cove Palm Beach Gardens, FL 33418

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Celeste Jackson
11322 Teach Road East
Palm Beach Gardens, FL 33410

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

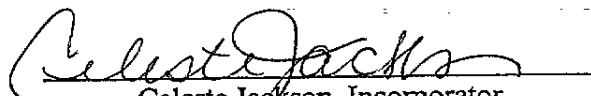
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former director or officer, to the full extent permitted by law.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of October 1999.


Celeste Jackson, Incorporator

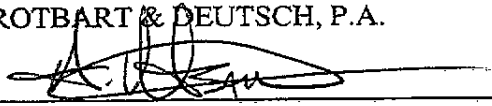
CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of PIT STOP PETS, INC. a Florida Corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 21 day of October 1999.

ROTBART & DEUTSCH, P.A.


BY: Alexander B. Rotbart, President

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TALLAHASSEE, FLORIDA