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Nicholas T. Schroeder
Attorney at Law
4010-D Newberry Road
Gainesville, Florida 32607

352-376-8118

November 15, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900003045189--3

-11/16/99-01038-001

*****70.00 *****70.00

Re: Incorporation of PETLOVERS ON LINE.COM, INC..

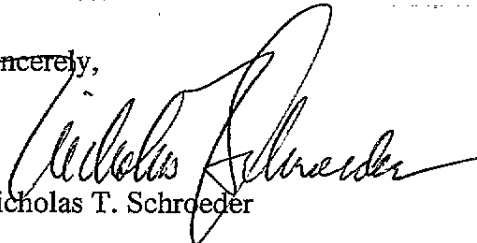
Enclosed are the following:

1. Articles of Incorporation of PETLOVERS ON LINE.COM, INC.
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

FILED
99 NOV 16 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,


Nicholas T. Schroeder

Enclosures (3)

11-18
WCC

ARTICLES OF INCORPORATION
OF
PETLOVERS ON LINE.COM, INC.

FILED
99 NOV 16 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I
Name

The name of the corporation shall be PETLOVERS ON LINE.COM, INC.

ARTICLE II
Nature of Business

The nature of the business to be transacted by this corporation is:
To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III
Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1000) shares having no par value common. All stock when issued shall be non-assessable.

ARTICLE IV
Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V
Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI
Beginning of Corporate Existence

The date corporate existence shall begin shall be November 15, 1999.

ARTICLE VII
Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII

Principal Office

The initial street address of the principal office of this corporation shall be 8203 NW 31st Avenue, E-30, Gainesville, Florida, 32606.

ARTICLE IX

Subscribers

The name and address of the subscribers to these Articles of Incorporation is:

Michael A. Welch
8203 NW 31st Avenue, E-30
Gainesville, FL 32602

Douglas E. Marino
8203 NW 31st Avenue, E-30
Gainesville, FL 32602

Ingrid G. J. Kuypers
8203 NW 31st Avenue, E-30
Gainesville, FL 32602

Lonnie Lockett
8203 NW 31st Avenue, E-30
Gainesville, FL 32602

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

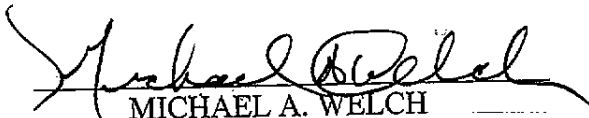
Michael A. Welch
8203 NW 31st Avenue, E-30
Gainesville, FL 32606

ARTICLE XI

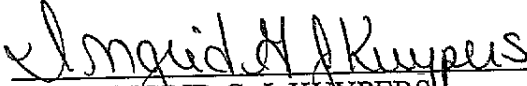
Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.

IN WITNESS WHEREOF, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated this 15 day of November, 1999.


MICHAEL A. WELCH


DOUGLAS E. MARINO

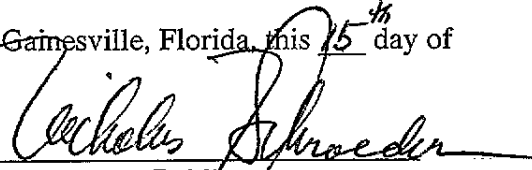

INGRID G. J. KUYPERS


LONNIE LOCKETT

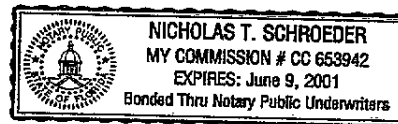
STATE OF FLORIDA
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, MICHAEL A. WELCH, DOUGLAS E. MARINO, INGRID KUYPERS, and LONNIE LOCKETT, being well known or identified by their Florida Drivers Licenses and did take an oath, acknowledged before me that they are a party to the foregoing Articles of Incorporation, and further acknowledge the Articles of Incorporation to be their free act and deed as the Signers thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this 15th day of November, 1999.

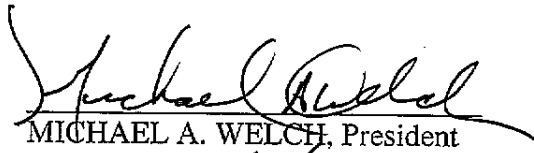


Notary Public
My commission expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:
PETLOVERS ON LINE.COM, INC., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at 8203 NW 31st
Avenue, E-30, Gainesville, FL, 32606, has named MICHAEL A. WELCH, 8203 NW
31st Avenue, E-30, Gainesville, FL, 32606, as its agent to accept service of process
within Florida.


MICHAEL A. WELCH, President
Date: 11/15/99

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 and
complete performance of my duties.


MICHAEL A. WELCH
Registered Agent

FILED
99 NOV 16 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA