

ARTICLES OF INCORPORATION

OF

THE ORIGINAL PET ANGEL CO., INC.

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The Undersigned desiring to organize a body corporate under the laws of the State of Alabama, do hereby adopt and file these Articles of Incorporation:

ARTICLE I

NAME - The name of the Corporation shall be THE ORIGINAL PET ANGEL CO., INC., and the Corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm, or corporation.

ARTICLE II

PRINCIPAL OFFICE - The initial location of the principal office of the Corporation shall be in Shelby County, Alabama.

ARTICLE III

DURATION - The period of duration for the Corporation shall be perpetual.

ARTICLE IV

PURPOSE - The Corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

ARTICLE V

CAPITAL STOCK - The amount of the total authorized capital stock of the Corporation shall be 1000 shares with a par value of \$1.00 per share.

The amount of paid in capital stock with which the Corporation shall begin business is 100 shares.

10/11/1996-33910
10:31 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 MCD 90.00

Inst # 1996-33910

ARTICLE VI

INCORPORATION - The names and post office addresses of the Incorporators are as follows:

MARY WEISS	86 Longview Circle Alabaster, AL 35007
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ARTICLE VII

DIRECTORS - The names and addresses of the Directors chosen for the first year or until their respective successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
MARY WEISS	86 Longview Circle Alabaster, AL 35007
JOHN YARBOROUGH	104 Cochran Lane Albertville, AL 35950

ARTICLE VIII

OFFICERS - The names and position of the officers chosen for the first year are as follows:

<u>NAME</u>	<u>POSITION</u>
MARY WEISS	PRESIDENT/SECRETARY
JOHN YARBOROUGH	VICE-PRESIDENT/TREASURER

ARTICLE IX

The initial registered agent of the Corporation shall be MARY WEISS, and the initial registered office address of the agent and the Corporation shall be: 86 Longview Circle, Alabaster, Alabama 35007.

ARTICLE X

Each shareholder of any stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation or any securities of the Corporation convertible into, or carrying a right to subscribe to, or acquire any unissued or treasury shares.

ARTICLE XI

STOCK TRANSFER RESTRICTION

Before there can be a valid sale or transfer of any of the common shares of the Corporation by any holder thereof, such holder shall first offer said shares to the Corporation and then to the other holders of common shares in the following manner:

(1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the Corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within thirty (30) days thereafter, the Corporation shall have the right to purchase such shares so offered at the price and on the terms and conditions stated in the notice, provided however, that the Corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the Corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the Corporation shall, within five (5) days thereafter, mail or deliver to each of the other common shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the Corporation. Within fourteen (14) days after the mailing or delivering of the copies of the

offers to the shareholders, any such shareholder or stockholder desiring to acquire any part of all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the Corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefore with authorization to pay such price against delivery of the shares.

(2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

(3) If all of the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase such shares in a manner in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.


(4) If within said fourteen (14) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to any person or persons whomsoever; provided however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the Corporation.

ARTICLE XII

ACTION BY DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting, if a written consent thereto is signed by all members of the Board or the Committee, if applicable, and if such written consent is filed with the Minutes of Proceedings of the Board or the Committee.

IN WITNESS WHEREOF, I, the Undersigned, being the Incorporator, do hereby set our hands and seals this the 9 day of October, 1996.



MARY WEISS

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that MARY WEISS, whose name is signed to the foregoing Articles of Incorporation, executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal of my office on this the 9 day of October, 1996.



NOTARY PUBLIC
My Commission Expires: 5/22/98

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

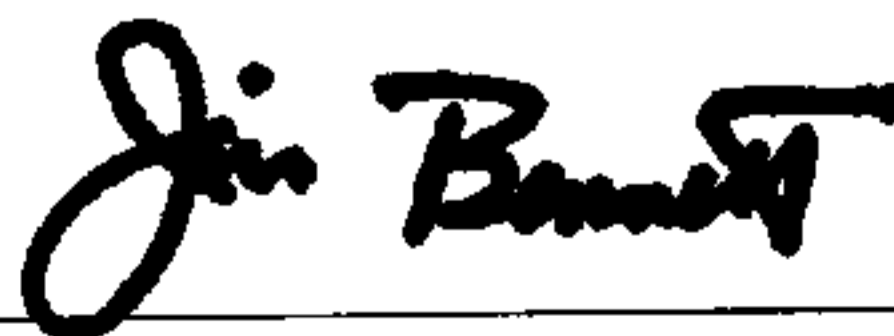
The Original Pet Angel Co., Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Hugh Henderson, 3414 Old Columbiana Road, Birmingham, AL 35226 for a period of one hundred twenty days beginning September 26, 1996 and expiring January 25, 1997.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 26, 1996

Date



Jim Bennett

Secretary of State



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Jim Brown