

ARTICLES OF ORGANIZATION

OF

MISS MARY'S PET GROOMING, LLC

Pursuant to the Provisions of Ala. Code §§ 10-12-1, *et seq.*, the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is **MISS MARY'S PET GROOMING, LLC** (the "Company")

ARTICLE II

Duration

The Company shall have a perpetual duration from the date of organization, unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) To groom, breed, buy, sell, import, export, and generally deal in the grooming of pet or fancy animals, including, among others, dogs, cats, birds, fowls, fur-bearing animals, and every other kind of animal that is commonly known and regarded as a pet or fancy animal; and, to become associated with others, wither individuals, companies or corporations, for the purposes of cleansing, cutting, trimming, grooming and generally improving the appearance of the particular animals and breeds described above.
- (b) To apply for, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge and to sell, exchange, transfer, deal in and in any manner

dispose of, real property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege in connection therewith.

- (c) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (d) To enter into any plan or project for the assistance and welfare of its employees.
- (e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein.
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof.
- (g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV
Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 3154 Hwy. 52 West, Pelham, Alabama 35124, and its registered agent at such address shall be Mary K. Liles.

ARTICLE V
Initial Member

The name and address of the initial member is:

Mary K. Liles

3154 Hwy. 52 West
Pelham, AL 35124

ARTICLE VI
Admission of Additional Members

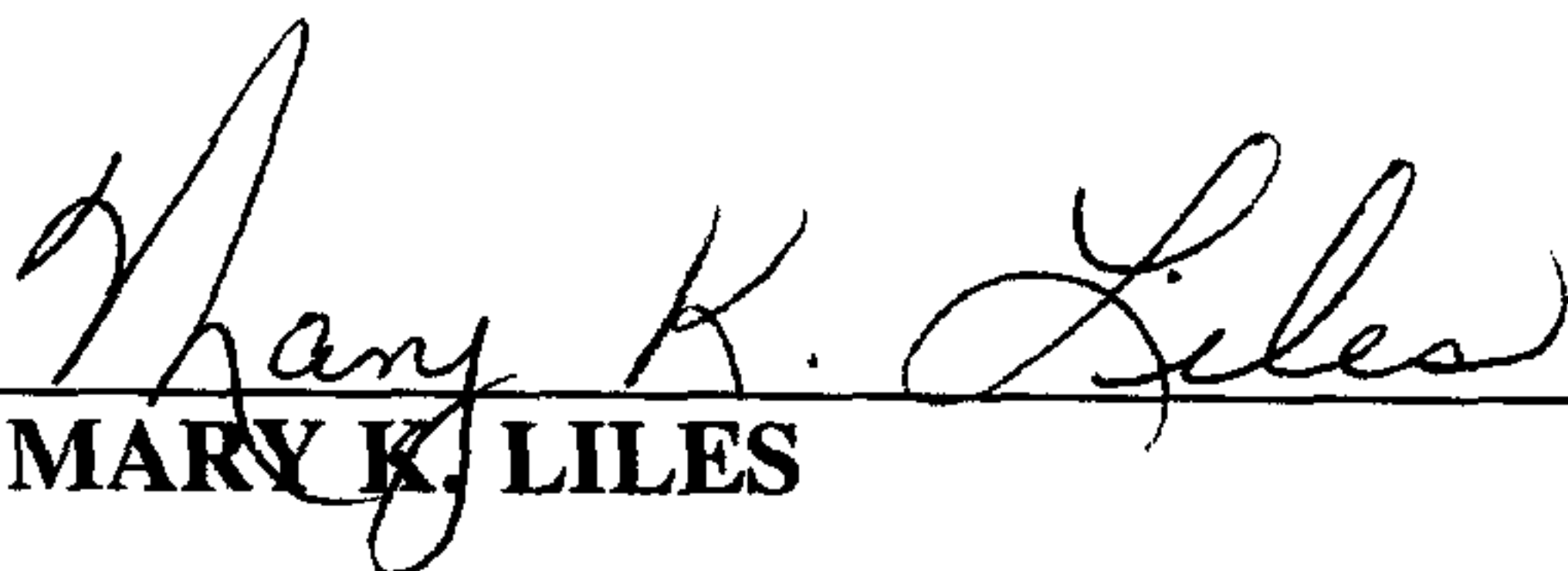
Upon the unanimous written consent in interest of the members, the Company may permit the admission of additional members and the terms, conditions, and manner of their admission shall be as set forth in the Company's Operating Agreement.

ARTICLE VII
Dissolution of Company

The Company shall be dissolved only upon the cessation of membership of all members of the Company. The business of the Company shall be continued as long as there is at least one remaining member of the Company.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 31 day of August, 2004, by the undersigned member, who affirms that the statements made herein are true under the penalties of perjury.

WITNESS:



MARY K. LILES