

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

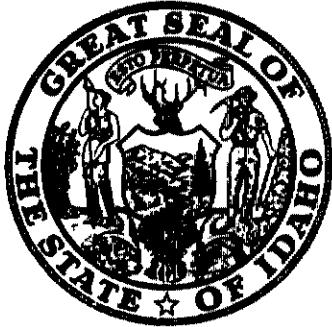
ANIMALS, INC.

File number C 106516

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 1, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

RECORDED
STATE OF IDAHO
9M JUN 1 AM 8 51

ARTICLES OF INCORPORATION

OF

ANIMALS, INC.

IDAHO SECRETARY OF STATE
19940601 0900 040555 2
CX #: 9379 100.00- 100.00
CLSTR #: 2204

The undersigned, acting as incorporator under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

1. NAME. The name of the corporation is:
ANIMALS, INC.
2. DURATION. The period of its duration is perpetual.
3. PURPOSES. The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. STOCK. The corporation shall have the authority to issue One Hundred Thousand shares of capital stock, all of one (1) class, ONE DOLLAR (\$1.00) par value.

5. ADDRESS. The address of the initial registered office of the corporation is:

Post Office Address: P.O. Box 1786
Hailey, Idaho 83333

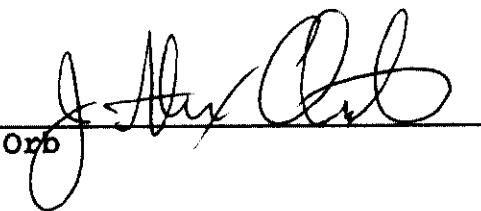
Street Address: 510 Ivy, Hailey, Idaho 83333

The name of the initial registered agent of the corporation at the above address is: Leslie Williams, 510 Ivy, Hailey, Idaho 83333.

6. INITIAL DIRECTOR. The number of directors constituting the initial Board of Directors is three (3), whose names and addresses are: Alex Orb, P.O. Box 56, Ketchum, Idaho 83340; Suzanne Orb, P.O. Box 56, Ketchum, Idaho 83340; and Leslie Williams, P.O. Box 1786, Hailey, Idaho 83340.

7. INCORPORATOR. The name and address of the incorporator is: Alex Orb, P.O. Box 56, Ketchum, Idaho 83340.

IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of May, 1994.

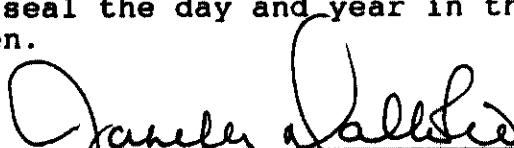

Alex Orb

STATE OF IDAHO)
County of Blaine) ss.
)

On this 27th day of May, 1994, before me, a Notary Public in and for said State, personally appeared Alex Orb, known to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate above written.

(Seal)


NOTARY PUBLIC FOR IDAHO
Residence: Ketchum Id
Commission expires: 10-21-99

corpwk\animals.2