

91504



**CERTIFICATE OF INCORPORATION
OF**

THE DALTEK GROUP, INC.

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: **February 15, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Tabala*

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SEC. OF STATE
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ARTICLES OF INCORPORATION

OF

THE DALTEK GROUP, INC.

We the undersigned, being two or more natural persons of full age, at least two-thirds of whom are citizens of the United States or its territories or possessions, have this day voluntarily associated ourselves together for the purpose of forming a private corporation under the laws of the state of Idaho and to that end hereby adopt these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

THE DALTEK GROUP, INC.

ARTICLE II

The purposes of the corporation are:

1. To conduct and carry on in all its branches the business of buying, selling, importing and exporting, storing, warehousing, distributing, marketing, manufacturing, fabricating, trading and dealing in and with, at the distributor level, insecticides, cleaners, nutritional and dental products for sale in the pet industry, veterinary industry, health food industry and all other industries and markets to which these products may be sold.
2. To buy, sell or convey, mortgage and purchase by contract, personal property of every kind or nature necessary for the purpose of carrying out the purposes of this corporation.
3. To buy, sell, own, lease, mortgage and hypothecate real property of every kind and nature and any interest therein at any time.
4. To borrow money, to lend money in the course of conduct of the purpose of this corporation.
5. To do all things authorized and permitted by private corporations under and pursuant to the laws of the state of Idaho.

ARTICLE III

The duration of the corporation is to be perpetual.

ARTICLE IV

The location and post office address of the registered office of the corporation and where the books and records of the corporation shall be kept and maintained is:

THE DALTEK GROUP, INC
1525 Lookout Drive
Coeur d'Alene, Idaho
83814

ARTICLE V

The total authorized number of par value shares of stock is 1,000,000. The aggregate par value of the total authorized number of shares of par value stock is \$1,000,000. The total authorized number of shares without par value is none. The stock to be issued by this corporation shall be common stock.

ARTICLE VI

The names and post office addresses of each of the incorporators and the number and class of shares for each are as follows:

James D. Corbett	1525 Lookout Drive
75 Common Shares	Coeur d'Alene, Idaho 83814
Paul Tournier	200 Oak Street
25 Common Shares	St. Petersburg, Florida 33704

ARTICLE VII

The number of directors constituting the initial Board of Directors shall be three (3). The names and post office address of each director is as follows:

James D. Corbett	1525 Lookout Drive
	Coeur d'Alene, Idaho 83814
Steven H. Morman	1895 E. Riverview Drive
	Coeur d'Alene, Idaho 83814
Paul Tournier	200 Oak Street
	St. Petersburg, Florida 33704

ARTICLE VIII

The name of the registered agent of the corporation is:

James D. Corbett

The street address of the registered office, which is also the address of the registered agent is as follows:

1525 Lookout Drive, Coeur d'Alene, Idaho 83814

ARTICLE IX

Cumulative voting shares of stock is not authorized.

ARTICLE X

Preemptive rights are not authorized.

ARTICLE XI

The date of adoption of these Articles is September 1, 1989.

WE, the undersigned, for the purpose of forming a corporation under the laws of the state of Idaho, do make and file these Articles and do hereby certify the facts herein stated are true and we have accordingly hereunto set our respective hands and seals.

IN WITNESS WHEREOF, we have hereunto set our hand and seals this 1st day of OCT, 1990.

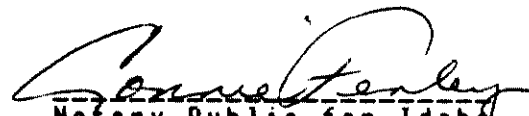
The Daltek Group, Inc.

BY 
PAUL TOURNIER, PRESIDENT

BY 
JIM CORBETT, SECRETARY

STATE OF IDAHO)
) SS.
COUNTY OF Kootenai)

On this 13th day of February, 1990, before me, the undersigned Notary Public, personally appeared JAMES D. CORBETT Who, being by me first duly sworn, declared that he is the Secretary, acknowledged to me that he signed, sealed, executed and delivered the said ARTICLES OF INCORPORATION, in duplicate, as their free and voluntary act and deed of such corporation, for the uses and purposes therein set forth and that the statements therein contained are true.
Witness, my hand and seal in duplicate on the day and year first above written.


Notary Public for Idaho
Residing in Coeur d'Alene, ID
Commission Exp: 10/19/94

Commission Expires:

10/19/94

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

On this 1st day of January, 1990, before me, the undersigned Notary Public, personally appeared PAUL TOURNIER, Who, being by me first duly sworn, declared that he is the President, acknowledged to me that he signed, sealed, executed and delivered the said ARTICLES OF INCORPORATION, in duplicate, as his free and voluntary act and deed of such corporation, for the uses and purposes therein set forth and that the statements therein contained are true.
Witness, my hand and seal in duplicate on the day and year first above written.


Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR. 10, 1992
BONDED THRU GENERAL INS. UND.