

State of Idaho

Department of State

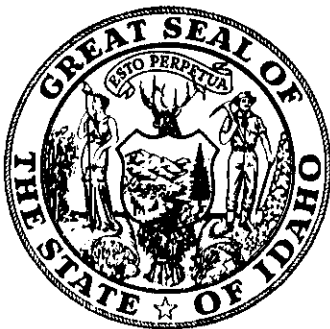
CERTIFICATE OF INCORPORATION OF

HEAV'N SCENT PET PRODUCTS 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: January 4, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

RECEIVED
SEC. OF ARTICLES OF INCORPORATION
93 JAN 4 PM 2 34 OF

Heav'n Scent Pet Products Inc.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is

Heav'n Scent Pet Products Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 1000 Shares
Such shares are to consist of one class only. The par value of each of such shares shall be \$10.00 Ea., which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

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FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is: 3459 W. Ridge Dr.

Post Falls, Id. 83854

The name of the corporation's initial registered agent at such address is: Dana Lee Peters

EIGHTH

The number of directors constituting the initial Board of Directors is: Three

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Clayton Earl Peters Pres.

ADDRESS W. 6905 Hauser Lk. Rd. Post Falls, Id. 83854

NAME Duwayne Leroy Peters Vice-Pres.

ADDRESS 3461 W. Echo Dr. Post Falls, Id. 83854

NAME Dana Lee Peters Sec.

ADDRESS 3459 W. Ridge Dr. Post Falls, Id. 83854

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NINTH

The names and addresses of all incorporators are:

NAME Clayton Earl Peters

ADDRESS W. 6905 Hauser Lk. Rd. Post Falls, Id. 83854

NAME Duwayne Leroy Peters

ADDRESS 3461 W. Echo Dr. Post Falls, Id. 83854

NAME Dana Lee Peters

ADDRESS 3459 W. Ridge Dr. Post Falls, Id. 83854

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IN WITNESS WHEREOF, I/we have hereunto set my/our
hand(s) and seal(s) this 27th day of Dec.,
1992.

Clayton Earl Peters
President

Dwight Lee Peters
Vice-President

Dana Lee Peters
Secretary

STATE OF IDAHO
County of Kootenai } ss.

On this 27th day of Dec, 1992,
before me, the undersigned, a Notary Public in and for said
state, personally appeared

Clayton Earl Peters
Dwight Lee Peters
Dana Lee Peters

known to me to be the person(s) whose name(s) is/are subscribed
to the within and foregoing instrument, and acknowledged to me
that (t)he(y) executed the same, and that (t)he(y) was/were (a)
person(s) of lawful age and citizen(s) of the United States of
America.

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

Diana L. Campbell
Notary Public for Idaho

Residing at:

My commission expires:

MY COMMISSION EXPIRES 07/20/94