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LAKE WALES
May 31, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300005676813--5
-06/04/02--01015--003
****125.00 ****125.00

Re: Articles of Organization of Paws One, LLC

(5)

AL

Enclosed for filing is the original and one copy of the Articles of Organization for the above named Limited Liability Company.

Also enclosed is this firm's checks in the amount of \$125.00 to cover the filing fee and the registered agent fee.

Upon approval and filing of this Limited Liability Company, please furnish confirmation of the filing to the attention of:

Keith H. Wadsworth
Peterson & Myers, P.A.
130 East Central Avenue
Lake Wales, FL 33853

If you should have any questions, please feel free to call me. Thank you for your assistance in this matter.

Sincerely,

Keith H. Wadsworth

Keith H. Wadsworth

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/mr
enclosures

ARTICLES OF ORGANIZATION

OF

PAWS ONE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes), hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of this limited liability company is **Paws One, LLC** (the "company").

ARTICLE II -- ADDRESS

The company's address shall initially be **22411 Highway 27, Lake Wales, FL 33859**.

ARTICLE III -- DURATION

The company's existence shall be perpetual, beginning upon the date and time these articles of organization are filed with the Florida Department of State, unless the company is earlier dissolved as provided in these articles of organization, the company's operating agreement, or by applicable law.

ARTICLE IV -- PURPOSES AND POWERS

This company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under the Florida Limited Liability Company Act. The company shall have all the rights, privileges, and powers now or hereafter available to limited liability companies under the laws of the State of Florida.

ARTICLE V -- REGISTERED AGENT

The name and Florida street address of the company's initial registered agent for service of process in the State of Florida are: **A. Fleet Ryland III, D.V.M., 22411 Highway 27, Lake Wales, Florida 33859.**

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TALLAHASSEE, FLORIDA

ARTICLE VI -- MANAGEMENT

The company shall be a manager-managed company. The company shall be managed by one or more managers in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. Except as authorized by a manager, no member is an agent of the company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the company.

The name and address of the company's initial manager, who shall serve as the manager of the company until his or her successor has been elected and qualified, are:

Initial Manager: **A. Fleet Ryland III, D.V.M.**


ARTICLE VII -- OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the operating agreement for the company shall be vested in the members of the company. The operating agreement may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. Any provision of the operating agreement adopted by the members may be repealed or altered and new provisions may be adopted by the members, in accordance with the operating agreement or the Florida Limited Liability Company Act, or any successor thereto.

ARTICLE VIII -- AMENDMENT OF ARTICLES

The company reserves the right to amend these articles of organization, from time to time, in any and as many respects as may be desired, in accordance with the manner and procedures now or hereafter provided by the Florida Limited Liability Company Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned organizer, being a member, or authorized representative of a member, of the company, has made and subscribed these articles of organization, on this 15 day of JUNE, 2002.

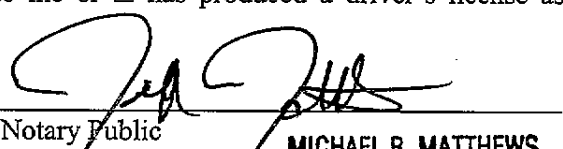

A. Fleet Ryland III/D.V.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 1st day of JUNE, 2002, by A. Fleet Ryland, D.V.M., who is personally known to me or has produced a driver's license as identification.



Notary Public
Name of Notary: **MICHAEL R. MATTHEWS**
Commission Expires: **Notary Public, State of Florida**
My comm. exp. Mar. 19, 2004
Comm. No. CC919793


(SEAL)

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named in the articles of organization of **Paws One, LLC**, as the registered agent of this limited liability company, I hereby consent to accept service of process for the foregoing named company at the place designated in the articles of organization, and I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with and accept the obligations of my position as registered agent.

Dated: June 1, _____, 2002


A. Fleet Ryland III, D.V.M.
Registered Agent

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TALLAHASSEE FLORIDA