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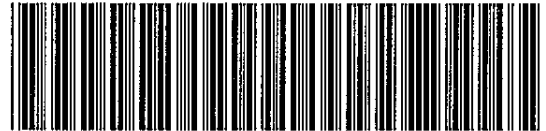
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April 14, 2004

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

United Animal Welfare Trust, Inc.

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

| NEW FILINGS |                   |
|-------------|-------------------|
|             | Profit            |
| X           | Non Profit        |
|             | Limited Liability |
|             | Domestication     |
|             | Other             |

| AMENDMENTS |                                    |
|------------|------------------------------------|
|            | Amendment                          |
|            | Resignation of RA Officer/Director |
|            | Change of Registered Agent         |
|            | Dissolution/Withdrawal             |
|            | Merger                             |

| OTHER FILINGS |                  |
|---------------|------------------|
|               | Annual Reports   |
|               | Fictitious Name  |
|               | Name Reservation |
|               | Reinstatement    |

| REGISTRATION/QUALIFICATION |                   |
|----------------------------|-------------------|
|                            | Foreign           |
|                            | Limited Liability |
|                            | Reinstatement     |
|                            | Trademark         |
|                            | Other             |

ARTICLES OF INCORPORATION  
OF  
UNITED ANIMAL WELFARE TRUST, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I  
NAME AND REGISTERED OFFICE

The name of the corporation is UNITED ANIMAL WELFARE TRUST, INC. (the "Company"). The address of the principal office of the Company is 18440 Carribbean Boulevard, Miami, Florida 33157.

ARTICLE II  
NOT FOR PROFIT

The Company is a nonprofit corporation under the laws of the State of Florida. The Company is not formed for pecuniary profit. No part of the income or assets of the Company is distributable to or for the benefit of its Trustees, Directors or Officers, except for administrative expenses to the extent permissible under law.

ARTICLE III  
DURATION

The duration of the Company is perpetual.

ARTICLE IV  
PURPOSES

The Company is organized, and shall be operated exclusively for, the following purposes:

a) To raise funds for the financing, in whole or in part, of local, state and national animal welfare, protection and sustenance organizations conducted for charitable health, welfare and allied

purposes by means of a unified fund-raising campaign, with the object of reducing duplication of effort and expense caused by separate fund-raising campaigns, and to provide the plans, facilities, manpower and community leadership for such unified fund-raising campaigns.

b) To campaign for, to solicit, receive and hold money and property, both real and personal, by gift, contribution, bequest, devise or otherwise; to sell and convert property into cash; to sell and convert stocks and bonds into cash; to disburse funds and other property held by it to organizations, including community chests, local, state and national organizations, conducted for charitable health, welfare and allied purposes for their use, operation and maintenance in the accomplishment of such purposes.

c) To assist contributors and the objects of their contributions by providing a central means for reviewing the appeals of such organizations and advising contributors regarding the nature of such organizations, their activities, methods of financing, use funds and such other information as may be desirable in that respect.

d) To provide financial support for agencies participating in the Company's program through unified community-wide appeals; to assist such participating agencies in achieving higher standards of service, in correlating their aims, in coordinating their programs and in integrating, so far as practicable, the services rendered by them; to promote economy and efficiency in the administration and operation of such participating agencies and the elimination of overlapping and duplicating programs and services; to reduce the overhead cost of raising funds; to cooperate with other private and public agencies in studying and interpreting community needs and in seeking solutions for the problems disclosed by such studies; and to promote understanding of the needs for and the work of the Company and such agencies.

e) To receive gifts, devises and bequests from public or private sources of real and personal property and to hold, use, operate,

mortgage, sell, administer, reinvest, manage, use, disburse, distribute and dispose of same for the objects and purposes herein described; to invest funds received and to use such funds and the income therefrom and from any other property of the Company for its operating and other expenses and for the other purposes herein specified; to purchase, hire or otherwise acquire, hold or sell, convey, lease, encumber and otherwise dispose of and deal in and with all kinds of property, real and personal; to borrow money, incur indebtedness and to secure the same by mortgage, pledge or otherwise; to contract for the services of employees, agents and other representatives and to pay for said services; and to do all other acts and things not prohibited to a corporation organized under the laws of the State of Florida relating to a nonprofit corporation which are necessary, desirable or appropriate to the accomplishment of the objects and purposes of the Company.

f) To apply to the Internal Revenue Service for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and to exercise general supervision and control over other charitable organizations, incorporated or unincorporated, at the discretion of the Company, throughout the United States that request to become eligible for virtually the same federal and state tax benefits, opportunities and exemptions as the Company and which will adhere to the restrictions set forth under Article IX hereof (the "Chapters"), such supervision and control to be limited as follows:

(i) The Company will not involve itself in the active participation of policy decisions, activities or day-to-day operations of the Chapters;

(ii) The Company will not be a signatory on any bank account of the Chapters, nor have any power to use or apply funds of the Chapters;

(iii) The Company would not make any investment decision or determine the timing of investments for the Chapters, nor have a voice in the selection of any investment advisor that the Chapters might use;

(iv) The Company would have no voice in any business matter of the Chapters, any activity they might undertake, the type of location of their activities, the selection of their officers or directors or similar matters;

(v) The Company would not be an agent of or representative of the Chapters in any respect; and

(vi) The Company would have no voice or power to determine when, how or where the Chapters might meet or otherwise conduct their activities.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Company, and are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the laws of the State of Florida.

#### ARTICLE V MEMBERS, STOCKS AND DIVIDENDS

The Company shall have no Members. The Company shall have no capital stock, pay no dividends, nor distribute any part of its net income to its trustees, officers or directors.

ARTICLE VI  
TRUSTEES AND DIRECTORS

The method of election and the rights and privileges of the Trustees and Directors are as stated in the Company's By-Laws.

ARTICLE VII  
BY-LAWS

The By-Laws of the Company shall be adopted by the Board of Directors and may be altered, amended, restated or rescinded in the manner provided therein.

ARTICLE VIII  
AMENDMENTS

The Company reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereof, and all rights and privileges conferred upon the Trustees and Officers are subject to this reservation. These Articles of Incorporation may be amended by a majority vote of the entire Board of Directors at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting.

ARTICLE IX  
LIMITATION ON ACTIONS

a) No part of the net earnings of the Company shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV. No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Company shall not participate in or intervene in

(including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, however, the Company shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or (ii) by a corporation described in Sections 170(c), 17(b)(1)(A), 2055(a) and 2522(a) of the Code (or the corresponding provisions of any future United States Internal Revenue Service law, any references to the Code and provisions thereof to include successor provisions of any future corresponding Federal tax law), including (during any period in which the Company is a private foundation as described in Section 509 of the Code, as amended from time to time), but not limited to:

i) engaging in any act of self-dealing as defined in Section 4921(D) of the Code;

ii) retaining any excess business holding as defined in Section 4943(C) of the Code, which would subject the Company to tax under Section 4943 of the Code;

iii) making any investments which would subject the Company to tax under Section 4944 of the Code;

iv) making taxable expenditures as defined in Section 4945(D) of the Code;

v) conducting any activity or receiving or investing in any property which would cause the Company to have unrelated business taxable income within the meaning of Section 512 of the Code (or any successor provision thereof). The Company shall make distributions for each taxable year at such time and in such manner as not to subject the Company to tax under Section 4942 of the Code. Further, the Company shall be subject to all of the restrictions on activities and limitations on



actions imposed upon corporations not for profit under the laws of the State of Florida.

b) Upon the dissolution of the Company, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) of the Code and is or are described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Company is then located, exclusively for the purposes of the Company or to such organization or organizations which are organized and operated exclusively for charitable purposes and are described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Code as the court shall determine.

ARTICLE X  
INCORPORATOR, REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Company is 18440 Carribbean Boulevard, Miami, Florida 33157; and the name of the Incorporator and Registered Agent at that address is Anthony Sciacovelli.

ARTICLE VI  
COMMENCEMENT

The Company shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE IX  
INDEMNIFICATION

The Company shall indemnify any Officer or Director to the fullest extent permitted by law.

ARTICLE X  
AMENDMENT

These Articles may be amended from time to time as set forth in the By-Laws of the Company.

IN WITNESS WHEREOF, these Articles of Incorporation of UNITED ANIMAL WELFARE TRUST, INC. are hereby executed this 2nd day of April, 2004.

Having been named to accept service of process for the above stated corporation at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.

  
\_\_\_\_\_  
Anthony Sciacovelli, Incorporator  
and Registered Agent

**FILED**  
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TALLAHASSEE, FLORIDA