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To: Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Urban Tails, Inc.

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**URBAN TAILS, INC.,
A Florida Not For Profit Corporation**

ARTICLES OF INCORPORATION

The undersigned desiring to form a Corporation Not for Profit under the Corporation Not for Profit Law of Florida, Chapter 617, Florida Statutes, certifies and acknowledges:

ARTICLE I. NAME.

The name of the Corporation Not for Profit shall be **URBAN TAILS, INC.** ("Corporation").

ARTICLE II. DURATION.

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE.

The principal office and mailing address of the Corporation is 19530 Whispering Pines Rd. Miami, Florida 33157.

ARTICLE IV. PURPOSE.

The Corporation is organized exclusively for domestic charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, but not limited to, the following:

1. Assist at-risk and/or incarcerated youth become sensitive, self-respecting effective citizens in their communities by creating opportunities to rescue, rehabilitate and/or ultimately place homeless shelter animals.
2. Provide instruction, lectures and counseling on social awareness, empathy, personal accountability, and responsibility to at-risk and/or incarcerated youth, which parallel the plight of an "at-risk youth" and homeless shelter animals.
3. Provide a safe physical and emotional space for at-risk and/or incarcerated youth for self-discovery through peer group interactions, journaling, pet therapy, and mutual goal setting and achievement.
4. Facilitate and provide the opportunity for an unconditional, symbiotic relationship for at-risk and/or incarcerated youth and rescue animals.

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- 5. Provide guest lectures, field trips, and research in a plethora of animal related fields, exposing at-risk and/or incarcerated youth to future employment and higher education options.
- 6. To make donations or distributions to other organizations described in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V. MEMBERS.

The Corporation shall not have members.

ARTICLE VI. POWERS.

The powers of the Corporation shall be as provided in Chapter 617, Florida Statutes with the following limitations in order to comply with section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that the Corporation 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.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in, including the publishing or distributing of statements, any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VII. REGISTERED AGENT AND OFFICE.

The Registered Agent is KTG&S Registered Agent Corporation.

Physical Address: 100 Southeast 2nd Street, Suite 2800, Miami, Florida 33131
(phone): 305-539-8400 (fax): 305-539-1307

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ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is: KTG&S Registered Agent Corporation, 100 Southeast 2nd Street, Suite 2800, Miami, Florida 33131.

ARTICLE IX. BOARD OF DIRECTORS.

The names and addresses of the persons who are the initial three (3) Directors of the Corporation are as follows:

- Tracy Zack 19530 Whispering Pines Rd.
Miami, Florida 33157
- Stephen N. Zack 100 Southeast 2nd Street
Suite 2800
Miami, Florida, 33131
- Jason Zack 888 Main Street #230
New York, New York 10044

The method of election or appointment to the Board of Directors shall be as stated in the bylaws of the Corporation.

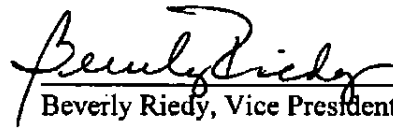
ARTICLE X. DISSOLUTION.

In the event of, and upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose.

As signed and acknowledged on:

By: INCORPORATOR

January 6, 2009
Date


Beverly Riedy, Vice President
KTG&S Registered Agent Corporation

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ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I HEREBY 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 am familiar with and accept the obligations of my position as registered agent.

BY: INCORPORATOR

January 6, 2009
Date


Beverly Riedy, Vice President
KTG&S Registered Agent Corporation
100 Southeast 2nd Street, Suite 2800
Miami, Florida, 33131

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