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KIRK PINKERTON

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FLORIDA DIVISION OF CORPORATIONS
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NAME: SARASOTA K-9 SEARCH AND RESCUE, INC.

AUDIT NUMBER.....H98000011858

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SARASOTA K-9 SEARCH AND RESCUE, INC.

The undersigned, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

Sarasota K-9 Search and Rescue, Inc.

Article 2. Mailing Address. The principal office and mailing address of the Corporation is:

4730 Country Meadows Boulevard
Sarasota, Florida 34235

Article 3. Duration. Corporate existence shall commence upon filing these Articles of Incorporation by the Secretary of State, and the duration of the Corporation is perpetual.

Article 4. Purpose. The Corporation is organized for charitable, educational and scientific purposes as follows: to provide canine search and rescue services to persons or agencies in need; to provide education to the public on safety; to provide training to canine handlers and trainers on issues used by search and rescue teams to safely and efficiently provide emergency response searches; to conduct any other activities incident and ancillary to these purposes.

Prepared by: L. Howard Payne, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2480
Atty. Bar #061952

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The Corporation is organized exclusively for charitable, educational and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activity or activities (a) which would impair the status of the Corporation's exemption from Federal Income Tax under Section 501(c)(3) of the Code; or (b) which cannot be conducted by a corporation, contributions to which are deductible under Section 170 of the Code.

The Corporation may also engage in such other charitable and educational activities, within the meaning of Section 501(c)(3) of the Code, as amended, or corresponding Section of any future federal tax code, generally related to or in furtherance of the above purposes.

Article 5. Powers. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles. The Corporation shall not issue shares of stock. The Corporation is constituted so as to attract substantial support from contributions from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. The Corporation shall not distribute any part of its income to its members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered in furtherance of the purposes set forth in Article 4 hereof.

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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf

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of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding Section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, all of the remaining assets and property of the Corporation shall be distributed to such organizations as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, after paying or making provisions for the payment of all liabilities of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations as said court shall determine are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

Article 6. Members. The qualification for and manner of admission of members shall be regulated by the Bylaws.

Article 7. Election of Directors. The method of election of directors shall be regulated by the Bylaws.

Article 8. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 4730 Country Meadows Boulevard, Sarasota, Florida 34235, and the name of its initial Registered Agent at that address is Joseph Abrams.

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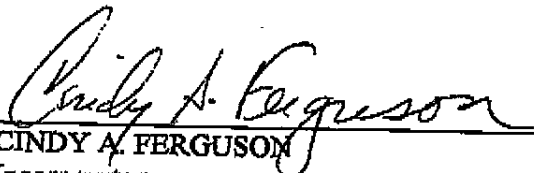
Article 9. Incorporator. The name and address of the Incorporator is as follows:

Cindy A. Ferguson 6471 Kickapoo Road
Sarasota, Florida 34241

Article 10. Bylaws. The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors or the members in the manner provided by the Bylaws.

Article 11. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 25th day of JUNE, 1998.


CINDY A. FERGUSON
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

SARASOTA K-9 SEARCH AND RESCUE, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

JOSEPH ABRAMS

(NAME)

4730 Country Meadows Blvd.

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Sarasota, Florida 34235

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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.



(SIGNATURE)

6/16/98
(DATE)