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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

A.R.N. Foundation Inc

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**ARTICLES OF INCORPORATION
OF
A.R.N.I. FOUNDATION, INC.
a Florida not-for-profit corporation**

ARTICLE I.

Name

The name of this Corporation shall be: A.R.N.I. Foundation, Inc.

ARTICLE II.

Duration

The duration of this Corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III.

Purpose

The purposes of the Corporation shall be exclusively charitable in nature, to-wit: To engage exclusively in activities for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), and within these restrictions, to engage in activities including but not limited to the following:

(a) To receive contributions and use them for charitable and educational purposes including but not limited to providing spay, neutering, veterinary shot services, pet adoptions, pet rescue, pet rehabilitation and education regarding these services through low cost mobile services and educational programs. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the

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Corporation 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, 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 Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(b) To employ, contract for, or otherwise obtain the services of agents to perform all services required in connection with the carrying out of its aforesaid purposes.

(c) To borrow money, to contract debts when necessary to the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, Bills of Exchange, debentures, and other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times, or payable upon the happening of a specified event or events, for monies borrowed, or in payment for property acquired, or for any of the other objects or purposes of the Corporation.

(d) To have one or more offices, and to conduct its business and promote its objectives within the State of Florida without restriction as to place or manner.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises and other assets.

(f) To purchase, take, receive, subscribe for or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and

with shares and other interests or obligations of, corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States, or any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

(g) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real and personal property, or any interest therein, in its own right, as Trustee or in any other fiduciary capacity, wheresoever situate.

(h) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i) To do all and everything necessary or appropriate for the accomplishment of any of its purposes or of any of its objects, the furtherance of the powers enumerated in this Charter or any amendment thereof, or necessary or incidental to the protection and benefit of the Corporation, as principal, agent, Trustee, or otherwise.

(j) To distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income as defined in Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(k) The Corporation shall not engage in any act of self-dealing as defined in Section 4942(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).—

(l) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(m) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(n) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(o) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(p) Upon the dissolution of the Corporation the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), as the Board of Directors shall determine.

ARTICLE IV.

Principal Office and Registered Agent

The street address of the principal office of the Corporation is 126 W. International Speedway, Daytona Beach, FL 32114. The name and address of the initial registered agent of the Corporation is Palmetto Charter Services, Inc., a Florida corporation, 150 Magnolia Avenue (Post Office Box 2491) Daytona Beach, Florida 32115-2491.

ARTICLE V.

Membership

There shall be no members of the Corporation.

ARTICLE VI.

Board of Directors

The number of Directors constituting the initial Board of Directors is three (3) and the name and address of each person who is to serve as a member thereof are as follows:

Nicole Linn
126 W. International Speedway
Daytona Beach, FL 32114

J. Michael Linn
126 W. International Speedway
Daytona Beach, FL 32114

Gerhard Andlinger
303 S. Broadway
Tarrytown, NY 10591

The number of Directors may be changed from time to time by the by-laws but shall never be less than three (3). Election or appointment of the Directors shall be as prescribed in the by-laws.

ARTICLE VII.

Incorporator

The name and address of the incorporator of this corporation is as follows:

Nicole Linn
126 W. International Speedway
Daytona Beach, FL 32114

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles of Incorporation, this 1st day of October, 1999.

N L

Nicole Linn, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 1st day of October, 1999, by Nicole Linn, who is personally known to me or has produced _____ a s identification.

NOTARY PUBLIC:

Sign: Marjorie L. Golub

Print: MARTORIE L. GOLUB

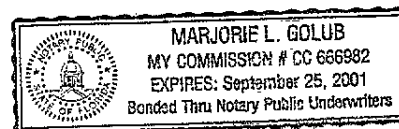
State of Florida At Large

(Seal)

My Commission Expires:

Title/Rank: BUSINESS MANAGER

Commission Number: CC 666982



CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 617.0501, Florida Statutes, A.R.N.I. FOUNDATION, INC. hereby designates Palmetto Charter Services, Inc., a Florida corporation located at 150 Magnolia Avenue, Daytona Beach, Florida 32114 as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

A.R.N.I. FOUNDATION, INC.



Nicole Linn, Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of A.R.N.I. FOUNDATION, INC. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES,
INC., a Florida corporation



BY: Thomas S. Hart
ITS: Vice President

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