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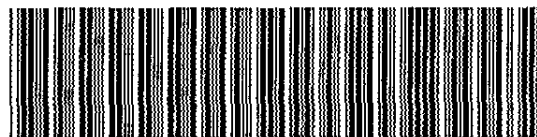
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 JAN 15 AM 11:22

STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

January 15, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5767997 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

THE FUND FOR ANIMALS, INC (NY)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

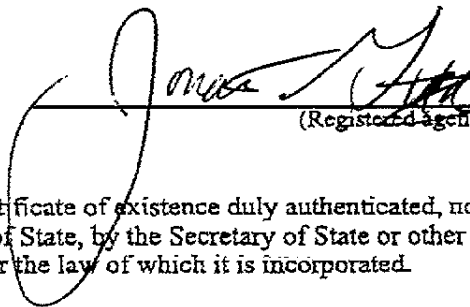
IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. The Fund for Animals Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. New York
(State or country under the law of which it is incorporated)
3. 13-6218740
(FEI number, if applicable)
4. March 16, 1967
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 2003
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 200 West 57th Street, #705, New York, NY 10019
(Principal office address)
200 West 57th Street, #705, New York, NY 10019
(Current mailing address)
8. Prevention of Cruelty to Animals
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

Jonathan R. Giddings
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Marian ProbstAddress: 200 West 57th Street, #705, New York, NY 10022

DIRECTORS:

~~XXXXXXXXXX~~ Michael MarkarianAddress: 8121 Georgia Avenue #301Silver Spring, MD 20910Director: Marian ProbstAddress: 200 West 57th StreetNew York NY 10019Director: Barbara BrackAddress: 145 Pecksland RoadGreenwich, CT 06831

★ SEE ADDENDUM ATTACHED FOR ADDITIONAL DIRECTORS

B. OFFICERS

President: Michael MarkarianAddress: 8121 Georgia Avenue #301Silver Spring MD 20910Chairman of the Board: Marian ProbstAddress: 200 West 57th StreetNew York NY 10019

Assistant

Secretary: Sean O'GaraAddress: 200 West 57th Street, New York NY 10019Treasurer: Marian ProbstAddress: 200 West 57th Street, New York NY 10019

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Marian Probst*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Marian Probst *CHIEF OF FISCAL*
(Typed or printed name and capacity of person signing application)FILED
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TALLAHASSEE FLORIDA

Addendum to Application by Not for Profit Corporation (THE FUND FOR ANIMALS, INC.)
for Authorization to Conduct its Affairs in Florida

Director: Del Donati
Address: 953 Fifth Avenue
New York, NY 10021

Director: Judith Ney
Address: 200 East 65th Street
New York, NY 10021

Director: Edgar Smith
Address: 375 Park Avenue #3502
New York, NY 10152

Director: Kathryn Walker
333 West End Avenue
New York NY 10016

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TALLAHASSEE, FLORIDA

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of THE FUND FOR ANIMALS, INC. was filed on 03/16/1967, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of January
two thousand and three.*

A handwritten signature in dark ink, appearing to read "R. A. DeS."

Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED