

THE COMPANY CORPORATION
F96000003539
June 4, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 12 PM 10:00

R712

RE: SAVE A PET, INC.
9605092620900

Dear Sir or Madam:

W96-12791

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for SAVE A PET, INC.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Cg
Christine Jeandell
Corporate Service Representative

RECEIVED
96 JUN 13 AM 8:37
DIVISION OF CORPORATIONS

enc.

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*****70.00 *****70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 14, 1996

**CHRISTINE JEANDELL
THE COMPANY CORPORATION
1313 N MARKET ST
WILMINGTON, DE 19801-1151**

**SUBJECT: SAVE A PET, INC.
Ref. Number: W96000012791**

We have received your document for SAVE A PET, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 096A00029792

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 12 PM 10:00

I, the undersigned Kandy Wright, do hereby certify
(Name)

that this Resolution of the Board of Directors of SAVE A PET, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on May 9, 1996.

Be it resolved, that SAVE A PET, INC.,
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

For Innocent Friends, Inc. for use in Florida.

Dated: 7-1-1996

Kandy Wright, Chairman
Signature of either Chairman, Vice Chairman or any officer

Kandy Wright, Chairman
Type or print name

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. SAVE A PET, INC

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)

2. Delaware

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. May 9, 1996

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.)

7. 401 Belle Chose Circle

Tampa, FL 33634

(Current mailing address)

8. To give financial assistance in spaying and neutering cats and dogs

(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:

Name: Larry Wolfe

Office Address: 200 A John Knox Road

Tallahassee

, Florida ,

32303-6643

(Zip Code)

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.

De attached

(Registered agent's signature)

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.

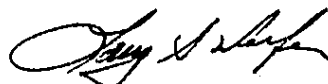
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SECRETARY OF STATE
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Save A Pet, Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Tampa, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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



Larry Wolfe

5/31/96

Date

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Kandy Wright

Address: 401 Belle Chase Circle
Tampa, FL 33634

Vice Chairman: Kandy Wright

Address: 401 Belle Chase Circle
Tampa, FL 33634

Director: Kandy Wright

Address: 401 Belle Chase Circle
Tampa, FL 33634

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Kandy Wright

Address: 401 Belle Chase Circle
Tampa, FL 33634

Vice President: Kandy Wright

Address: 401 Belle Chase Circle
Tampa, FL 33634

Secretary: Kandy Wright

Address: 401 Belle Chase Circle
Tampa, FL 33634

Treasurer: Kandy Wright

Address: 401 Belle Chase Circle
Tampa, FL 33634

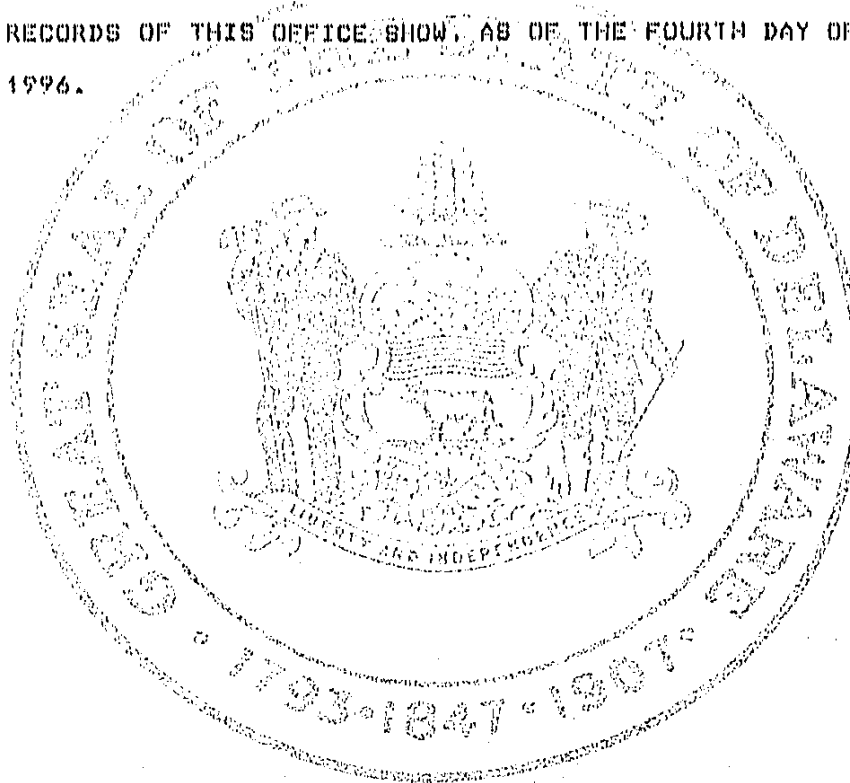
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Kandy Wright
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kandy Wright, Chairman and President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAVE A PET, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF JUNE, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 12 PM 10:00



Edward J. Freel
Edward J. Freel, Secretary of State

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960162169

AUTHENTICATION:

DATE:

7972282

06-04-96