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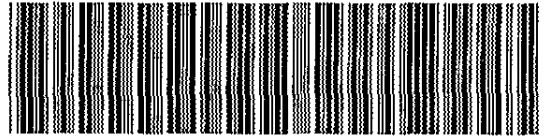
(Business Entity Name)

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12/17/02--01078--009 **155.00

EFFECTIVE DATE

01/01/03

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J. BRYAN DEC 17 2002

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Here's Don Kennel, Sec

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ ☒ L.C. File _____ **EFFECTIVE DATE**
____ Fictitious Name File _____ 01/01/03
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

Signature _____

Requested by: _____

Name _____

Date 12/17/02

Time 10:12

Walk-In _____

Will Pick Up _____

ARTICLES OF ORGANIZATION
OF
HERO'S DEN KENNEL, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

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ARTICLE I - NAME

The name of the limited liability company shall be HERO'S DEN KENNEL, LLC ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 8035 Rhea Circle, Orlando, Florida 32807.

ARTICLE III - DURATION

EFFECTIVE DATE
01/01/03

The company shall commence its existence as of January 1, 2003, the effective date of these articles. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Phyllis J. Stoltz, 8035 Rhea Circle, Orlando, Florida 32807.

ARTICLE V - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the

transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve the proposed transfer by written consent.

ARTICLE VI – MEMBER’S RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a majority vote of the remaining members.

ARTICE VII – MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| Phyllis J. Stoltz | 8035 Rhea Circle, Orlando, Florida 32807 |
| Cheryl L. Peters | 8035 Rhea Circle, Orlando, Florida 32807 |

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Orlando, Florida, on December 10th, 2002.

BY:

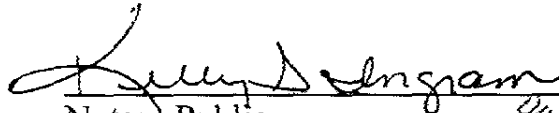

CHERYL L. PETERS, Member

BY:


PHYLLIS J. STOLTZ, Member

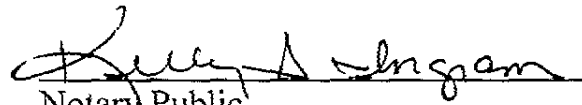
STATE OF FLORIDA
COUNTY OF SEMINOLE

Sworn to and subscribed before me this December 10, 2002, by Cheryl L. Peters, who is personally known to me.


Notary Public

STATE OF FLORIDA
COUNTY OF SEMINOLE

Sworn to and subscribed before me this December 10, 2002, by Phyllis J. Stoltz, who is personally known to me.


Notary Public



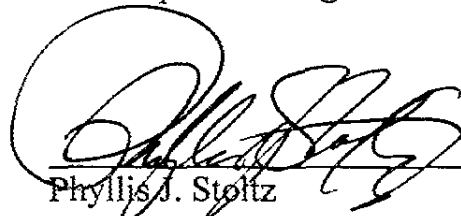
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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, HERO'S DEN KENNEL, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is HERO'S DEN KENNEL, LLC.
2. The name and address of the registered agent in Florida are:
Phyllis J. Stoltz, 8035 Rhea Circle, Orlando, Florida 32807.

The undersigned, being the person named in the articles of organization of HERO'S DEN KENNEL, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles or organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Phyllis J. Stoltz
Registered Agent

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