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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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11 FEB - 9 PM 2:13

B. KOHR

FEB - 9 2011

EXAMINER

CAPITAL CONNECTION, INC.

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

Petcoral Resort and Veterinary LLC

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02/09/11 11:00

Name

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Time

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_____ Dissolution / Withdrawal _____
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_____ Certificate of Status _____
_____ Certificate of Fictitious Name _____
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_____ Officer Search _____
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_____ UCC 11 Retrieval _____
_____ Courier _____

**ARTICLES OF ORGANIZATION
OF
PETCORAL RESORT AND VETERINARY, LLC**

(A Limited Liability Company)

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

ARTICLE I

The name of the limited liability company is PETCORAL RESORT AND VETERINARY, LLC

ARTICLE II

The period of duration of the limited liability company shall commence on the date of filing of these Articles of Organization with the Florida Secretary of State unless dissolved in accordance with applicable law or pursuant to the rights of members as granted in the Operating Agreement of the company.

ARTICLE III

The limited liability company is organized for profit and the nature of its business purpose is to enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm association or corporation, municipality, county, parish, territory, government or other municipal or governmental subdivision; to engage in any other lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida; to have and to exercise all the powers conferred by the laws of Florida upon limited liability companies formed under the laws pursuant to and under which this company is formed, as such laws are now in effect or may at any time hereafter be amended.

ARTICLE IV

The street address and mailing address and county of the principal office of the Company is 600 Fifth Avenue South #207, Naples, FL 34102.

ARTICLE V

The address and county of the registered office and agent of the limited liability company in the State of Florida is 600 Fifth Avenue South, Suite 207, Naples, Florida 34102, and the name of its initial resident agent at the address is John N. Brugger.

ARTICLE VI

The business of the company shall be managed by:

Dov Rapoport
c/o Forsyth & Brugger, P.A.
600 Fifth Avenue South, Suite 207
Naples, FL 34102

Each manager shall independently have the full power and authority to manage the business of the company.

In the event any member is not a natural person, then such member may designate one or more individuals to represent such member in the management of the company.

ARTICLE VII

The members shall not be subject to the payment of company debts to any extent whatsoever.

ARTICLE VIII

No other person or entity may be admitted as a member of the company without the prior written consent of all members then existing. No member may assign, convey or transfer membership in the company without the prior written consent of each other member, except as may be provided in the Operating Agreement.

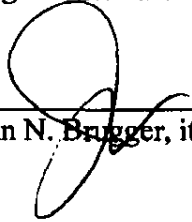
ARTICLE IX

Upon the death, retirement, resignation, expulsion, bankruptcy or other event causing termination of a member's interest in the company, the company shall be dissolved as provided under the laws of the State of Florida; unless the members elect to continue the company in accordance with the terms of the Operating Agreement.

ARTICLE X

For federal and state income tax purposes the company intends and elects to be classified as a partnership.

IN WITNESS WHEREOF, these Articles of Organization are hereby executed this 8th day of February, 2011.



John N. Brugger, its Organizer

APPOINTMENT OF RESIDENT AGENT

**STATE OF FLORIDA
DEPARTMENT OF STATE**

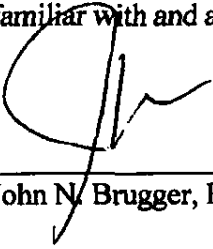
Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be served.

UPSIDE MANAGEMENT, LLC, a limited liability company under the laws of the State of Florida, with its principal office at 600 Fifth Avenue South Suite 207, Naples, FL 34102 appoints John N. Brugger, Esquire, 600 Fifth Avenue South, Suite 207, Naples, Florida 34102, as its resident agent to accept service of process within this State.

DATED: February 8, 2011

ACCEPTANCE:

I accept appointment as Resident Agent. I am familiar with and accept the obligations of that position as provided in Chapter 608, Fla. Statutes.



John N. Brugger, Esquire