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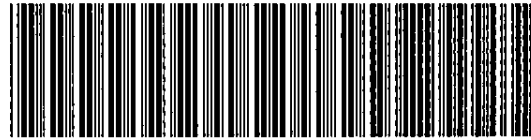
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan NOV 1 - 2011

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Attorney at Law

DAVID K. OAKS

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Florida Registered Paralegal
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October 27, 2011

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

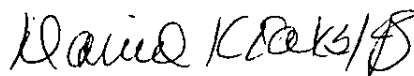
RE: ALL AMERICAN PET RESORTS OF FORT MYERS, LLC
Articles of Organization

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization for ALL AMERICAN PET RESORTS OF FORT MYERS, LLC. Our check in the amount of \$125.00 for the filing fee is enclosed.

Please return a stamped copy of the articles to our office. Thank you for your attention to this matter.

Yours very truly,



David K. Oaks

Signed in
attorney's absence
to expedite.

DKO:js
Encl.
cc: clients

ARTICLES OF ORGANIZATION OF **ALL AMERICAN PET RESORTS OF FORT MYERS, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **ALL AMERICAN PET RESORTS OF FORT MYERS, L. L. C.**, and its principal office and mailing address shall be located at 25472 Shore Drive, Punta Gorda, Charlotte County, State of Florida 33950, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that

which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or

permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the entities who shall serve until the first annual meeting of members or until their successors are elected and qualified are as follows:

TIM TOWLES 25472 Shore Drive, Punta Gorda, Charlotte County, State of Florida
33950

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership

of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$5,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a). Profit Sharing. The three initial members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

- 1) TIMOTHY B. TOWLES, TRUSTEE OF THE TIMOTHY B. TOWLES REVOCABLE TRUST AGREEMENT DATED SEPTEMBER 1, 2000 - 55%**
- 2) KATHLEEN M. KRESGE and RICHARD D. KRESGE, Joint with Rights of Survivorship - 20%**
- 3) LEONARD O. GERBER, TRUSTEE OF THE LEONARD O. GERBER REVOCABLE TRUST DATED JULY 7, 1986 - 25%**

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b). Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the percentages set forth in subparagraph (a) above.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 25472 Shore Drive, Punta Gorda, County of Charlotte, State of Florida, and the name of the company's initial registered agent at that address is TIMOTHY B. TOWLES.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **ALL AMERICAN PET RESORTS OF FORT MYERS, L. L. C.**

Executed by the undersigned at Punta Gorda, Florida on October 27th, 2011.

Witnesses:

Jackie M. Smith
Witness

David K. Oaks
Witness

Richard D. Kresge
RICHARD D. KRESGE, Member
Kathleen M. Kresge
KATHLEEN M. KRESGE, Member
Timothy B. Towles
TIMOTHY B. TOWLES, TTEE, Member
Leonard O. Gerber
LEONARD O. GERBER, TTEE, Member

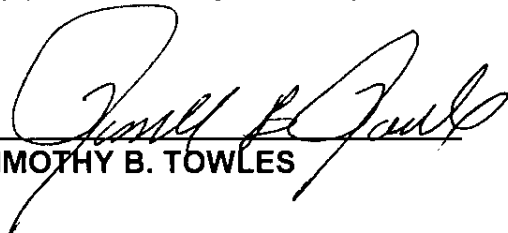
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida
Limited Liability Company Act, the limited liability company identified below submits the
following statement in designating its registered office and registered agent in the State
of Florida:

The name of the limited liability company is **ALL AMERICAN PET RESORTS OF
FORT MYERS, L.L.C.**

The name of the registered agent for **ALL AMERICAN PET RESORTS OF FORT
MYERS, LLC** is **TIMOTHY B. TOWLES, 25472 Shore Drive, Punta Gorda, FL 33950**

This statement is to acknowledge that, as indicated above, **ALL AMERICAN PET
RESORTS OF FORT MYERS, L.L.C.** appointed TIMOTHY B. TOWLES as its registered
agent to accept service of process for the company at the place designated above in this
certificate. I accept this appointment as registered agent and agree to act in this capacity.
I further agree to comply with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and accept the obligations of
my position as registered agent.


TIMOTHY B. TOWLES

10-27-11
DATE

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TALLAHASSEE, FLORIDA