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Requester's Name



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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

S. Thompson JAN 10 2000

Examiner's Initials

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SECY OF STATE FLA
TALLAHASSEE FLA*

ARTICLES OF INCORPORATION
OF
FRIENDS OF ANIMAL CARE, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: FRIENDS OF ANIMAL CARE, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is and the mailing address of the Corporation is 1870 Southwest 39th Street, Fort Lauderdale, Florida 33315, in Broward County.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of

1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be a membership organization composed of those persons listed as the initial board of directors and all other persons or organizations elected/selected for membership as provided in the bylaws.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 6521 East Tropical Way, Plantation, Florida 33317, and Sherry L. Norem is the registered agent of the

Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

The following persons are to serve on the initial Board of Directors:

President **Denise L. Burr**
1770 Northeast 43 St
Oakland Park, FL 33306

Vice President Diane Watchinski
7091 Southwest 41 Place
Davie, FL 33314

Secretary/Treasurer Sherry L. Norem
6521 East Tropical Way
Plantation, FL 33317

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice-President, and Secretary/Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person or the animal of any private pet owner. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

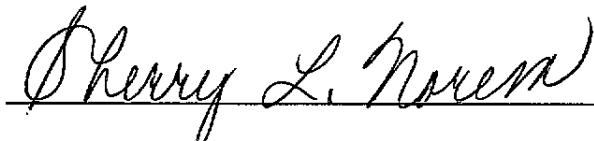
ARTICLE XII: INCORPORATORS

The incorporator of the Corporation is Sherry L. Norem and her address is 6521 East Tropical Way, Plantation, Florida 33317.

ARTICLE XIII: NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not-For-Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock. The Corporation may issue membership certificates if so provided in the bylaws.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20th day of December, 1999.



Sherry L. Norem

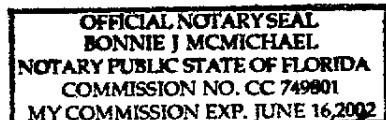
STATE OF FLORIDA
COUNTY OF Broward)

The foregoing instrument was sworn to before me this 20th day of Dec.

1999, by, Sherry L. Norem, who personally appeared before me at the time of notarization, and who are personally known to me or have produced a Florida Identification Card and a Florida Driver's License respectively as identification.



NOTARY PUBLIC
My Commission Expires:



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

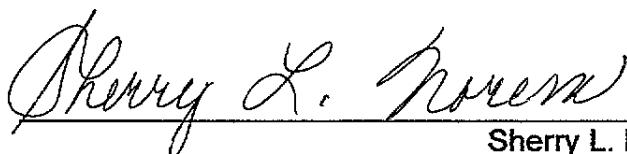
Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance:

First--That FRIENDS OF ANIMAL CARE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 1870 Southwest 39th Street, City of Fort Lauderdale, County of Broward, State of Florida, has named Sherry L. Norem, located at 6521 East Tropical Way, in the City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I accept to act in this capacity, and agree to comply with the provisions of the Act relative to keeping open the office.



Sherry L. Norem

