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December 30, 1999

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

Re: Cat Walk....Dog Path, Inc.

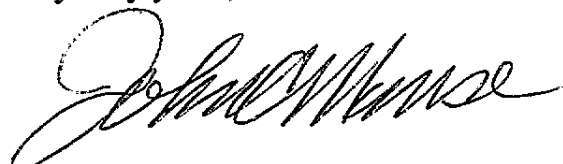
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*****78.75 *****78.75

Ladies and Gentlemen:

Enclosed find original and copy of the Articles of Amendment to the charter for the above Florida non-profit corporation, together with check for \$78.75. Please file the original, and certify and return the copy to this office.

Thanking you, I am,

Very truly yours,



John C. Manson

JCM/d

Enclosures - Articles of Amendment (2) and check

ARTICLES OF INCORPORATION
OF
CAT WALK DOG PATH, INC.

The undersigned JANNA DAY, TIFFANY REEVES and LAURIE MILLER, as incorporators, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE I.

The name of the corporation shall be CAT WALK DOG PATH, INC..

ARTICLE II.

The term for which this corporation shall exist is perpetual.

ARTICLE III.

This corporation is organized exclusive for charitable education, religious or scientific purposes within the meaning of Sec. 501 (c)(3) of the Internal Revenue Code (or corresponding sections of any future Federal Tax Code).

ARTICLE IV.

Qualification of members will be that they adhere to the purposes of this organization. The membership shall consist of subscribers to these articles together with such persons as qualify from time to time and are elected to membership by the Board of Directors of the corporation.

ARTICLE V.

The Board of Directors shall be elected from time to time according to the By-Laws of the corporation, and the By-Laws of the corporation shall be adopted from time to time by a majority of members at any regular or special meeting called for the purpose of establishing or amending said By-Laws.

ARTICLE VI.

The street address of the corporation shall be 1317 3rd Avenue West, Bradenton, FL 34205.

ARTICLE VII.

The name and street address of each incorporators is as follows:

JANNA DAY
1317 3rd Avenue West
Bradenton, FL 34205

LAURIE MILLER
103 1st Street North
Bradenton Beach, FL 34217

TIFFANY REEVES
1546 8th Ave. Dr. West
Bradenton, FL 34205

ARTICLE VIII.

No officer or director shall receive compensation for the holding of any office in the corporation, nor shall any officer, director or member have any personal right to any assets of the corporation.

ARTICLE IX.

Upon dissolution of the corporation, the remaining assets shall be delivered to the GULF COAST SANCTUARY, INC., a Florida non-profit corporation. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusive for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code).

ARTICLE X.

The initial registered agent of the corporation and the initial registered office of the corporation and the registered agent's address shall be: JEFFREY S. GOETHE, 406 13TH St. West, Bradenton, FL 34205.

ARTICLE XI.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals this 30th day of December, 1999.

Janna Day
JANNA DAY

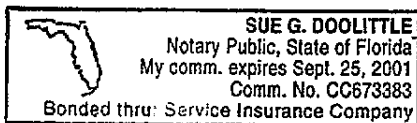
Laurie Miller
LAURIE MILLER

Tiffany Reeves
TIFFANY REEVES

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared JANNA DAY, TIFFANY REEVES and LAURIE MILLER, to me known to be the persons named in the foregoing Articles of Incorporation, who are personally known to me, and are described in the foregoing Articles of Incorporation as the incorporators thereof, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Bradenton FL, this 30th day of December, 1999.



Sue G. Doolittle
Notary Public

I HEREBY ACCEPT THE DESIGNATION AS RESIDENT
AGENT OF THIS CORPORATION AT THE ADDRESS INDICATED IN THESE
ARTICLES OF INCORPORATION.

Jeffrey S. Goethe
JEFFREY S. GOETHE