

NO000002574

U.S. WILDLIFE SERVICES

Christopher C. Knight
1611 NE 56th Street
Fort Lauderdale, FL 33334
(954) 229-9854

00 APR 13 AM 10:13

April 5, 2000

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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****175.00 *****87.50

RE: Articles of Incorporation
U.S. WILDLIFE SERVICES, INC.

Enclosed is an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-referenced corporation. Please file the Articles of Incorporation and return a certified copy of the Articles of Incorporation to me, via Federal Express, to the above address.

VERY IMPORTANT NOTE: Please sent the certified copy to me via Federal Express, to the above address. I have enclosed an airbill for that purpose so that the Federal Express charges will be billed to my Federal Express account number 2361-1515-1.

Enclosed is our personal check, payable to Florida Secretary of State, in the amount of \$87.50, as payment for the filing fees and certified copy.

If you have any questions or incur any difficulties, please telephone me as soon as possible at the number above. Thank you for you assistance in this matter.

Very truly yours,

Christopher C. Knight

CERTIFICATE OF INCORPORATION
OF
U.S. Wildlife Services, Inc.

00 APR 13 AM 10:13
FILED

Article I - Name

The name of the Corporation shall herein be known as U.S. WILDLIFE SERVICES, INC. (herein referred to as the "Corporation")

Article II – Statement of Corporate Nature

This is a nonprofit corporation organized solely for the operation as an organization to protect, preserve and expand in numbers wildlife within the United States of America, as well as, Educate the general population with regards their ability to do the same pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

Article III – General and Specific Purposes

- A. The primary purposes for which this Corporation is formed are to protect, preserve and expand in numbers wildlife within the United States of America, as well as, Educate the general population with regards their ability to do the same through the establishment of facilities which may be used for breeding, rehabilitation, and education.
- B. The general purposes for which the Corporation is formed are to operate exclusively for such purposes as will qualify it as a charitable organization under section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provision of any subsequent Federal tax laws. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or under the corresponding provisions of any future United States Internal Revenue Code.
- C. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in a political campaign on behalf of any candidate for public office.

Article IV - Term

This Corporation shall commence corporate existence on the 1st day on January on the year of 2000, and shall have perpetual existence unless sooner dissolved according to law.

**Article V – Qualification of Members and
the Manner of Their Admission**

This Corporation shall be organized upon a nonstock membership basis, with each membership evidenced by a Certificate of Membership, and shall not be organized upon a stock share basis with shares of stock. The manner of qualification and admission of Member and the number of Members shall be regulated by the Bylaws. The number of members shall not be less than three; provided, however, that such number may be changed by the Bylaws duly adopted by the Members or as permitted by statute. No person shall be denied membership on the basis of sex, race, color, nationality, or creed.

Article VI - Incorporator

The name and the mailing address of the Incorporator of this Corporation is as follows:

Christopher C. Knight
1611 NE 56th Street
Fort Lauderdale, FL 33334

Article VII – Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 1611 NE 56th Street, Fort Lauderdale, FL 33334, and the initial registered agent of the Corporation at that address shall be Christopher C. Knight. The Corporation may change its registered agent or of its registered office or its mailing address from time to time without amendment of these Articles of Incorporation.

Article VIII – Mailing Address

The Corporation's initial mailing address shall be:

1611 NE 56th Street
Fort Lauderdale, FL 33334

Article IX – Management of Corporate Affairs

Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, who shall be appointed and serve at the placing of the Membership. The number of Directors of this Corporation shall be at least three; provided, however, that the number of Directors shall be regulated by the Bylaws duly adopted by a majority vote of the Members entitled to vote who are present and voting at any regular or special meeting called for that purpose.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term regulated by the Bylaws and until the election and qualification of their successors in office. Annual meetings shall be held as regulated by the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law, which relates to action so taken, shall state that the action was taken by unanimous written consent of the Board of Directors without meeting and that Articles of Incorporation and Bylaws of this Corporation authorized the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of the initial Members of the Corporation and the Board of Directors are as follows:

Christopher C. Knight
1611 NE 56th Street
Fort Lauderdale, FL 33334

Warren E. Williams
911 N Birch Road
Fort Lauderdale, FL 33304

Steven Feldman
1611 NE 56th Street
Fort Lauderdale, FL 33334

Article X - Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the Corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Amendments and Bylaws may be adopted, by a majority vote of the Members entitled to vote who are present and voting at any regular or special meeting of the Members called for that purpose.

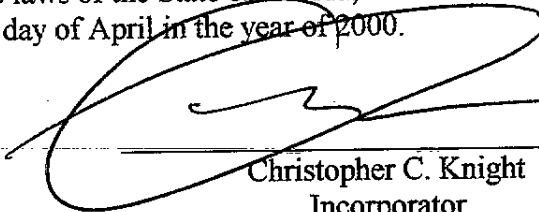
Article XI – Distribution of Assets

No part of the net earnings of this Corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual. Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations that have qualified for exemption under 501(c)(3) of the Internal Revenue Code, or under a corresponding section of any future Federal tax code, or to the Federal Government, or to a state or local government, for a public purpose, none of the assets will be distributed to any member, officer, or director of this Corporation. In the event that all of corporate assets are not distributed as provided above, then the circuit court of the county in which the principal office of this Corporation is then located shall determine, for such purposes and to such organization or organizations that are organized and operate exclusively for such purposes, how the assets not disposed of as provided above shall be distributed.

Article XII – Amendment of Articles of Incorporation

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors. Amendments shall be adopted by a majority vote of the Members entitled to vote who are present and voting at any regular or special meeting of the Members called for such purpose.

The undersigned, being the Incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed theses Articles of Incorporation on the 5th day of April in the year of 2000.



Christopher C. Knight
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON PREOCESS MAY BE SERVED**

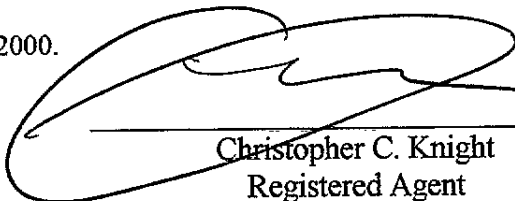
In compliance with Section 48.091, Florida Statutes, the following is submitted:

U.S. WILDLIFE SERVICES, INC., desiring to organize as a nonprofit corporation under the laws of the State of Florida, with its registered office at 1611 NE 56th Street, Fort Lauderdale, FL 33334, has named and designated Christopher C. Knight as its Registered Agent to accept service of process within the State of Florida.

Acknowledgment

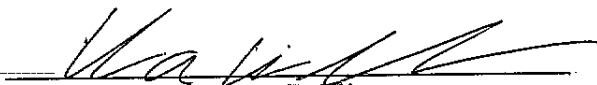
Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5th day of April in the year of 2000.


Christopher C. Knight
Registered Agent

BE IT REMEMBERED that on this 5th day of April in the year of 2000 personally came before me, a Notary Public for the State of Florida, Christopher Knight, to me personally known to be the same person who executed the foregoing Certificate, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year written above.


Notary Public

My commission expires:

June 10 2003

