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MINDY FELINTON
ATTORNEY AT LAW
3652 SOUTH SEACREST BOULEVARD
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FILED
00 MAY -5 AM 10:48
CLERK OF STATE
TALLAHASSEE, FLORIDA

MindyFel@aol.com

May 3, 2000

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Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: THE SOUTH FLORIDA HUMANE SOCIETY INC.

Dear Sir:

Enclosed for filing are the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$70.00 for the filing of same. Kindly provide me with the corporation number at your earliest convenience.

Thank you in advance for your cooperation in this matter.

Sincerely,

MINDY FELINTON

MF:jvg

Enclosures

D. BROWN MAY - 9 2000

ARTICLES OF INCORPORATION

OF

The South Florida Humane Society, Inc.

FILED
MAY-5 AM 10:49
CLERK OF DISTRICT COURT
MILLER, FLORIDA

ARTICLE I-NAME

The name of the corporation shall be THE SOUTH FLORIDA HUMANE SOCIETY INC.

ARTICLE II-PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3652 South Seacrest Boulevard, Boynton Beach, Florida 33435.

ARTICLE III-PURPOSE

The purpose for which the corporation is organized is to rescue, house, and place homeless animals.

ARTICLE IV-MANNER OF ELECTION

The manner in which the directors are elected and appointed is by the affirmative vote of a majority of the number of directors serving.

ARTICLE V-INITIAL DIRECTORS/OFFICERS

The name and address of the Board of Directors:

Judge Stanton Kaplan
201 SE 6th Street
Ft. Lauderdale, FL 33301

Dr. Glenn Kalick
10625 Wiles Road
Coral Springs, FL 33076

Mindy Felinton
3652 South Seacrest Boulevard
Boynton Beach, Florida 33435

ARTICLE VI-INITIAL REGISTERED AGENT AND STREET ADDRESS

Mindy Felinton
3652 South Seacrest Boulevard
Boynton Beach, Florida 33435

ARTICLE VII-INCORPORATOR

Mindy Felinton
3652 South Seacrest Boulevard
Boynton Beach, Florida 33435

ARTICLE VIII-EXEMPTION PURPOSE

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

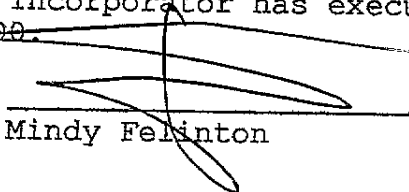
ARTICLE XI- INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

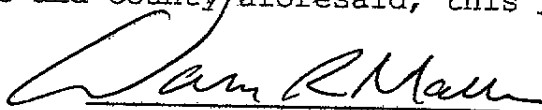
IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles this 3rd day of May, 2000.


Mindy Felinton

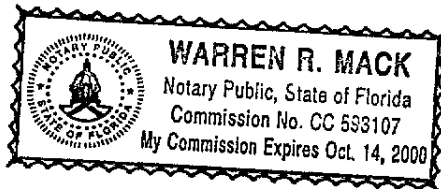
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MINDY FELINTON, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of May, 2000.



My Commission Expires:

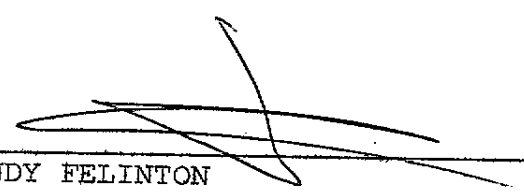


DESIGNATION OF REGISTERED AGENT FOR
THE SOUTH FLORIDA HUMANE SOCIETY INC.

FILED
MAY -5 AM 10:49
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, THE FLORIDA HUMANE SOCIETY INC. desiring to organize and qualify under the laws of the State of Florida, hereby names MINDY FELINTON, 3652 S.Searcrest Blvd. Boynton Beach, Florida 33435 as its agent to accept service of process within Florida.

DATED: MAY 3rd, 2000.


MINDY FELINTON
Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated 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 relative to the proper and complete performance of my duties.

DATED: May 3rd, 2000.


MINDY FELINTON
Registered Agent