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August 1, 2000

Via FedEx

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-08/03/00--01001--011
*****122.50 *****78.75

Re: Fredrickson Spay Neuter Foundation, Inc.

Dear Sir or Madam:

We are enclosing one executed original of the Articles of Incorporation of the above-referenced non-profit corporation and one copy. Please file the Articles and send us a certified copy.

Also enclosed is a check in the amount of \$122.50 to cover the filing fee and the fee for a certified copy.

If you have any questions, please telephone the undersigned at (202) 785-8887. Thank you for your assistance.

Sincerely,


Michael J. Golub

MJG
enclosures
cc: Mrs. Thea Fredrickson
Stephen A. Bodzin, Esq.

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

FREDRICKSON SPAY NEUTER FOUNDATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, acting as incorporator of a corporation, pursuant to Chapter 617 of the Florida Statutes adopts the following Articles of Incorporation for the formation of a non-profit corporation:

ARTICLE I

The name of the Corporation is FREDRICKSON SPAY NEUTER FOUNDATION, INC. and the initial principal address of the Corporation is 1023 Barracuda, Panama City, Florida 32411. The mailing address of the Corporation is P.O. Box 27389, Panama City, Florida 32411.

ARTICLE II

The period of duration is perpetual unless dissolved according to law.

ARTICLE III

The purposes of the Corporation, a not-for-profit charitable organization, are to provide financial assistance to several different types of organizations which are exempt from federal income tax under Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation is organized and operated exclusively for charitable purposes and no part of its net earnings shall inure to the benefit of any private shareholder or individual. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Foundation shall provide financial assistance to organizations in support of programs that directly result in the spaying and neutering of cats and dogs. Such programs shall include, but not be limited to, construction of low cost spay/neuter facilities, provision of mobile spay/neuter facilities and support of established spay/neuter programs of local humane societies and other animal oriented organizations. Such financial support shall be concentrated in Bay County, Florida and shall include support for the Bay County Humane

Society and other organizations that conduct spay/neuter programs where there is greatest need.

ARTICLE IV

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

The Corporation will have no members.

ARTICLE VI

The address, including street and number, of its initial registered office is 1023 Baracade, Panama City, Florida 32411 and the name of its initial registered agent at such address is Thea Fredrickson.

ARTICLE VII

The Corporation shall have three Directors:

The names and addresses, including street and number of the persons who are to serve as the Directors until the first annual meeting or until their successor or successors shall be elected and qualified are:

Thea Fredrickson
1023 Barracuda
Panama City, Florida 32411

Rowlett W. Bryant
833 Harrison Avenue
Panama City, Florida 32401

Charles M. Weathersby
2232 24th Street
Panama City, Florida 32405

The method of election of Directors shall be as stated in the By-Laws of the Corporation.

ARTICLE VIII

This Corporation is organized under a non-stock basis. The Corporation is not authorized to issue capital stock.

ARTICLE IX

The internal affairs of the Corporation shall be governed by the provisions contained in the Corporation's By-Laws. The Corporation shall be managed by the Corporation's president, who shall be responsible for the day-to-day operation of the Corporation. Upon dissolution of the Corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Class A Directors, provided, however, that such organization or organizations must be recognized as exempt from federal income taxation under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE X

The name and address, including street and number, of the incorporator is: Thea Fredrickson, 1023 Barracuda, Panama City, Florida 32411.

Incorporator:

Date: July 18, 2000

Thea A. Fredrickson [Seal]
Thea Fredrickson

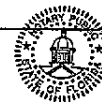
STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this ____ day of _____ 2000,
before me personally appeared THEA FREDRICKSON, who is personally
known to me or who has produced the identification identified
below, who is the person described in and who executed the
foregoing instrument, and who after being duly sworn says that
the execution hereof is her free act and deed for the uses and
purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary
Public by my hand and official seal, the day and year last
aforesaid.

✓ To me personally known
Identified by Driver's License Number _____
Issued by the State of _____

Mary Lou Wilson
Notary Public
Typed Name _____
My Commission Expires: _____
Commission No.: _____
State of _____



Mary Lou Wilson
MY COMMISSION # CC738469 EXPIRES
May 7, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT OF REGISTERED AGENT.

Thea Fredrickson, having been named in the Articles of
Incorporation to accept service of process for Fredrickson Spay
Neuter Foundation, Inc., at the place designated herein, hereby
accepts and consents to act in this capacity and agrees to comply
with the provisions of the Florida Corporation Act relevant to
keeping open said office.

Thea A. Fredrickson
Thea Fredrickson