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LAW OFFICES
REID MOORE, JR.
50 COCOANUT ROW
P.O. BOX 2764
PALM BEACH, FLORIDA 33480
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December 29, 2000

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

700003526067--1
-01/05/01--01102--007
*****78.75 *****78.75

Re: Center for Animals Under Stress of Extinction, Inc.

Gentlemen:

Please find enclosed the original Articles of Incorporation and Designation of Registered Agent for the above, together with my Trust Account Check in the amount of \$78.75 to cover the following:

Filing Fees	\$35.00
Registered Agent Designation	35.00
Certified Copy	8.75

Thank you in advance for calling me collect to advise me the effective date for the corporation.

Sincerely yours,

Reid Moore, Jr.
Reid Moore, Jr.

RMJ/km
Enclosure
cc: Elizabeth E. Metcalf

FILED
01 JAN -5 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 10 2001

ARTICLES OF INCORPORATION

OF

CENTER for ANIMALS UNDER STRESS of EXTINCTION, Inc.

A NOT FOR PROFIT CORPORATION

FILED
01 JAN -5 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article I - Name

The name of the corporation shall be Center for Animals Under Stress of Extinction, Inc.

Article II - Duration

The corporation shall begin its existence as of the filing date of these Articles and shall have perpetual existence.

Article III - Principal Place of Business and Mailing Address

The principal place of business of the corporation shall be 1115 Lake Shore Drive, Suite 102, Lake Park, Florida 33403 and the mailing address of the corporation shall be 1115 Lake Shore Drive, Suite 102, Lake Park, Florida 33403.

Article IV - Purposes

The specific purposes for which the corporation is organized are as follows:

- A. To save, aid, and protect all animals under threat of extinction throughout the world.
- B. To educate students at all levels, as well as all other interested persons, relative to all phases of preventing the extinction of animals.
- C. To develop curriculum in formal educational programs for all interested persons.
- D. To work in association with other charitable organizations dedicated to the cause of preventing animals from becoming extinct.

E. To perform all acts necessary or appropriate to carry out the purposes set forth in A, B, C, and D above, including all types of fund raising events.

F. Notwithstanding any other provision of these articles, 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.

Article V - Election of Directors

The manner in which the directors are elected or appointed will be as set forth in the By-Laws of the corporation to be adopted by the Incorporator of the corporation.

Article VI - Membership

The manner in which persons shall become members of the corporation shall be as set forth in the By-Laws of the corporation

Article VII - Limitation of Corporate Powers

The corporate powers of the corporation are as provided in section 617.0302, Florida Statutes, without limitation. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization to be qualified under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article VIII - Initial Registered Agent and Office

The name of the initial registered agent is Elizabeth E. Metcalf, and the street address of the initial registered office is 1115 Lake Shore Drive, Suite 102, Lake Park, Florida 33403.

Article IX - Distribution of Assets upon Dissolution

The assets of the corporation upon dissolution of the corporation shall be transferred to the Wildlife Conservation Society Foundation, Bronx Zoo, New York, New York. In the event said foundation is not exempt under section 501(c) (3) of the Internal Revenue Code or has dissolved, then upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X - Incorporator

The name and street address of the Incorporator for these Articles of Incorporation is Elizabeth E. Metcalf, 1115 Lake Shore Drive, Suite 102, Lake Park, Florida 33403.

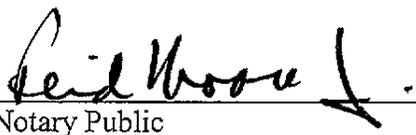
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of December, 2000.


ELIZABETH E. METCALF

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME personally appeared ELIZABETH E. METCALF, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed said articles for the purposes therein expressed.

WITNESS my hand and official seal this 22 day of December, 2000.


Notary Public



Reid Moore, Jr.
MY COMMISSION # CC933391 EXPIRES
May 7, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

01 JAN -5 AM 8:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS

FOR THE SERVICE OF PROCESS WITHIN THIS STATE,

NAMING REGISTERED OFFICE AND REGISTERED AGENT

UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 617.0501, Florida Statutes, the following is submitted pursuant to said Act:

That CENTER for ANIMALS UNDER STRESS of EXTINCTION, Inc., organized under the Laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the County of Palm Beach, State of Florida, at 1115 Lake Shore Drive, Suite 102, Lake Park, Florida 33403, has named Elizabeth E. Metcalf at that address as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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


ELIZABETH E. METCALF
Registered Agent