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NO10000002068

March 20, 2001

BY FEDEX

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

400003908744--6
-03/21/01--01051--006
****122.50 ****87.50

Re: Destiny Big Cat Sanctuary, Inc.

Enclosed please find:

~~00000390290--8~~
~~-03/21/01--01051--006~~
~~****122.50 ****87.50~~

Articles of Dissolution for Destiny Big Cat Sanctuary, Inc., a Florida corporation

A release of the name Destiny Big Cat Sanctuary, Inc., for use as a Florida not for profit corporation

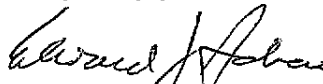
An original and one copy of the Articles of Incorporation for Destiny Big Cat Sanctuary, Inc., a Florida not for profit corporation

Our check payable to the Secretary of State in the amount of \$122.50 for the filing fee for the dissolution, the filing fee for the new Articles, a certified copy of the Articles and certificate of status for the new corporation.

Please file the Articles and return the certified copy and certificate to us as soon as you are able to do so in the enclosed Federal Express Letter Pak with label.

If there are any questions regarding the filing, please call.

Very truly yours,


EDWARD J. SCHACK

FILED
01 MAR 21 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAR 26 2001 ✓
12589

March 7, 2001

Florida Dept. Of State
Division of Corporations
Tallahassee, Fl. 322399

RE: Sworn Statement for reuse of For Profit Corporate name for new Non-profit Corporation

To whom it may concern,

Please accept this letter as formal notification that I, Victoria Canzonetta, President of FOR PROFIT corporation; Destiny Big Cat Sanctuary, Inc. hereby declare that I waive my right to revoke the dissolution within the allotted 120-day period of said corporation.

Furthermore, I freely release the name Destiny Big Cat Sanctuary, Inc. so that it may be used in the formation of a new corporation that is applying for NOT FOR PROFIT corporate status concurrently with the disillusionment of the above mentioned for-profit company.

Thank you for your time and considerations.

Warmly,



Victoria Canzonetta, President of Destiny Big Cat Sanctuary, Inc.

STATE OF FLORIDA

BROWARD COUNTY

Acknowledged before me on March 7, 2001, by Victoria Canzonetta, who is personally known to me or who produced her driver's license as identification.



Edward J. Schack
MY COMMISSION # CC977429 EXPIRES
November 14, 2004
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public

ARTICLES OF INCORPORATION

FOR

DESTINY BIG CAT SANCTUARY, INC

FILED
01 MAR 21 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned does incorporate a corporation not for profit and certifies:

ARTICLE I: NAME. The name of the corporation is Destiny Big Cat Sanctuary, Inc.. (referred to herein as the "Corporation").

ARTICLE II: PRINCIPAL OFFICE. The principal office of the Corporation is located at 6232 Hancock Road, Fort Lauderdale, FL 33330. Edward J. Schack, whose address is 7954 Pines Boulevard, Pembroke Pines, Florida, 33024, is appointed the initial registered agent of the Corporation.

ARTICLE III: PURPOSES. The corporation is organized and formed exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, without limitation, to provide a safe haven and last stop sanctuary for large carnivores in need; to provide the public with an educational platform using such animals to illustrate their plight worldwide. The Corporation is not formed for the purpose of pecuniary gain or profit.

ARTICLE IV: POWERS. Have and exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as same may be amended from time to time (the "Act"), by law may at the time of filing these Articles have or exercise.

ARTICLE V: INITIAL DIRECTORS. The names and addresses of the initial Directors are:

NAME	ADDRESS
Mark Kottler	6232 Hancock Road Fort Lauderdale, FL 33330.
Barry Seldon	6232 Hancock Road Fort Lauderdale, FL 33330.
Victoria Canzonetta	6232 Hancock Road Fort Lauderdale, FL 33330.

ARTICLE VI: DURATION. The corporation shall exist perpetually.

ARTICLE VII: DISSOLUTION; ASSETS PERMANENTLY DEDICATED. Upon any dissolution of the corporation, the assets of the corporation shall be distributed only for the purposes described herein and only to either or to (a) a public body; or, (b) a corporation not for profit with purposes similar to those of the corporation, provided that any such corporation shall qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

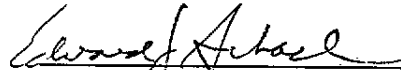
ARTICLE VIII: MANNER IN WHICH DIRECTORS ARE TO BE ELECTED OR APPOINTED. The manner in which the Directors are to be elected or appointed shall be as set forth in the By-Laws.

ARTICLE IX: BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by its Board of Directors. The Directors shall have the power and authority to appoint officers, managers and other persons for the purpose of conducting the activities of the Corporation. The By-Laws may specify the officers to appointed, the manner and procedure for such appointment and the duties of the officers, if any. The Corporation shall at all times have no fewer than three Directors. The By-Laws may provide that the number of Directors may be changed from time to time, subject to the foregoing limitation, and the manner in which the number of Directors is changed.

ARTICLE X: INCORPORATOR. The name and address of the Incorporator is Edward J. Schack, 7954 Pines Boulevard, Pembroke Pines, Florida, 33024.

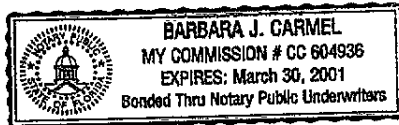
ARTICLE XI: BY-LAWS. The first By-Laws of the Corporation shall be adopted by the Board of Directors, and may be amended by the directors and members as provided in the By-Laws.

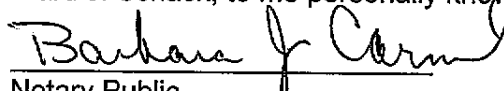
Executed on March 20, 2001, by the incorporator.


Edward J. Schack *Fl du lic 5200-230-48-325-0*
Incorporator

STATE OF FLORIDA
BROWARD COUNTY


Acknowledged before me on March 20, 2001, by Edward J. Schack, to me personally known.




Notary Public

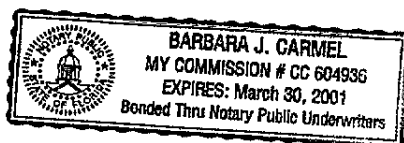
ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

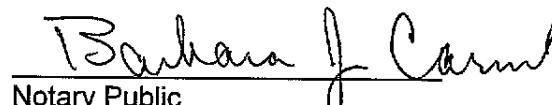
The undersigned, EDWARD J. SCHACK, accepts the designation as resident agent of the foregoing corporation. The undersigned is familiar with and accepts the obligations of that position.


Edward J. Schack
Fl du lic 5200-230-48-325-0

STATE OF FLORIDA
BROWARD COUNTY

Acknowledged before me on March 20, 2001, by Edward J. Schack to me personally known.




Notary Public