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Florida Department of State
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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA NON-PROFIT CORPORATION

FRIENDS FOREVER RESCUE, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 3, 2001

FAS-T

SUBJECT: FRIENDS FOREVER RESCUE, INC.
REF: W01000007400

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

FRIENDS FOREVER RESCUE, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11935 SW 102 AVENUE, MIAMI, FLORIDA 33176

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

to rescue cats + dogs + provide a facility + adoption services for said pets.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The manner of Election will be stated in the By-Laws of the Corporation.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

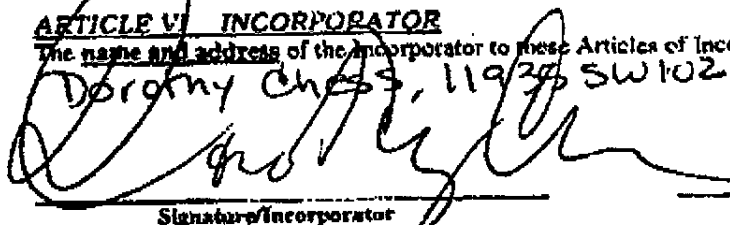
The name and Florida street address of the initial registered agent are:

**Cindi Kamen, Esquire
7000 SW 97 Ave, Suite 210
Miami, Florida 33173**

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Dorothy Chess, 11935 SW 102 Avenue, Miami, FLA 33176

 3/30/01
Signature/Incorporator Date

(An additional article must be added if an effective date is requested)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

3/30/01
Date

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