

NO100004554

MARK FRANZONI
OFFICE XPRESS
75 N. 11TH ST.
JACKSONVILLE BEACH, FL 32250

JUNE 22, 2001

HON. KATHERINE HARRIS
ATT: CORPORATE RECORDS
P.O. BOX 6327
TALLAHASSEE, FL 32314

FILED
01 JUN 26 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: SHIH TZU AND FURBABY RESCUE, INC.

DEAR MADAM:

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-06/26/01--01073--006
*****70.00 *****70.00

ENCLOSED PLEASE FIND THE ORIGINAL ARTICLES OF INCORPORATION FOR
THE ABOVE REFERENCED CORPORATION.

ALSO, PLEASE FIND A CHECK IN THE AMOUNT OF \$70.00 FOR FILING OF
SAME. YOUR ASSISTANCE IN THIS MATTER IS GREATLY APPRECIATED.

IF YOU HAVE ANY FURTHER QUESTIONS, FEEL FREE TO CALL ME AT (904)
249-9399.

YOURS TRULY,

Me J

MARK FRANZONI

NO 0087

T. Burch JUN 28 2001

ARTICLES OF INCORPORATION

FOR

SHIH TZU AND FURBABY RESCUE, INC.

A FLORIDA NONPROFIT CORPORATION

FILED

01 JUN 26 AM 10:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:
SHIH TZU AND FURBABY RESCUE, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:
1059 MIMOSA COVE CT. E., ATLANTIC BEACH, FL 32233

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of rescuing, rehabilitating, neutering and relocating unwanted pets to qualified homes. The corporation shall reach out to the local community and educate people on the need to neuter and provide proper care and nurture to their pets.

a. Said organization is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of

the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 701(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c. Upon dissolution of the organization, 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 disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of this Corporation shall be:

MEREDITH J. COLEY
1059 MIMOSA COVE CT. E.
ATLANTIC BEACH, FL 32233

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have three directors, initially. The By-laws shall specifically state the method of electing the directors.

ARTICLE VII - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302 of the Florida Statutes.

ARTICLE VIII - INCORPORATORS

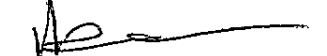
The name and address of the Incorporator signing these Articles is:

MEREDITH J. COLEY
1059 MIMOSA COVE CT. E.
ATLANTIC BEACH, FL 32233

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director to the full extent permitted by law.

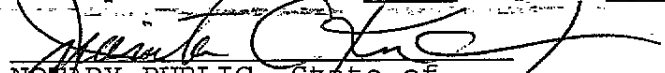
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 22 day of JUNE, 2001.


MEREDITH J. COLEY

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MEREDITH J. COLEY, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 23 day of June, 2001.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires: 10/27/04



Sumita C. Knox
MY COMMISSION # CC064097
Expires October 27, 2004
BONDED THROUGH TROY TAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that SHIH TZU AND FURBABY RESCUE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1059 MIMOSA COVE CT. E., ATLANTIC BEACH, FL 32233, has named MEREDITH J. COLEY as its agent to accept service of process within Florida.

Dated: _____


MEREDITH J. COLEY

Having been named to accept service of process for the above named 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 performance of my duties.


MEREDITH J. COLEY
Registered Agent