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CORPORATION(S) NAME

Sardines, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

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W.P. Verifier

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RECEIVED
00 SEP 27 AM 10:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 SEP 27 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 5, 2001

SUZANNE WEST, ESQ
PO BOX 6861
LAKE WORTH, FL 33466-6861

SUBJECT: SAARDINES, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P00000091124) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N01000004708 with the original file date of September 27, 2000.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Kimberly Rolfe
Corporate Specialist Supervisor
New Filings Section

Letter number: 601A00039983

ARTICLES OF INCORPORATION
OF
SAARDINES, INC.

FILED
00 SEP 27 AM 11:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a non-profit corporation pursuant to the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights and privileges and immunities of a non-profit corporation provides:

ARTICLE I
Name of Corporation

The name of this corporation is: SAARDINES, INC.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office and the mailing address of the corporation is: 4641 Holly Lake Drive, Lake Worth, Florida 33463.

ARTICLE III
Duration

This corporation shall have perpetual existence.

ARTICLE IV
Purpose

The name SAARDINES stands for Saving Abandoned Animals; Rescuing the Deserted, the Injured, the Needy; Endless Support.

The purpose of this corporation is to find abandoned animals, accept unwanted animals, rehabilitate them physically and

emotionally, and find them appropriate homes and to involve and educate people in the health and welfare of their pets and to engage in any activity or business permitted under the laws of the United States and in Florida.

ARTICLE V Members

The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

ARTICLE VI Directors

The number of Directors of the Corporation from time to time shall be as set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this Corporation is Three (3). The names and addresses of the persons to serve as the initial Directors until the first annual meeting of the members, or until their successors are elected and qualify are:

NAME	ADDRESS
Mia Siven	4641 Holly Lake Drive, Lake Worth, FL 33463
Trevor Breau	4641 Holly Lake Drive, Lake Worth, FL 33463
Chris Archer	4370 Forest Road, West Palm Beach, FL 33406

ARTICLE VII Incorporator

The name and address of the incorporator is:

NAME	ADDRESS
Mia Siven	4641 Holly Lake Drive, Lake Worth, FL 33463

ARTICLE VIII
Resident Agent

The initial resident agent of this corporation to act under the laws of the State of Florida shall be: Suzanne West, Attorney at Law, 2001 Palm Beach Lakes Blvd., #502D, West Palm Beach, FL 33409.

ARTICLE IX
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X
Dissolution

Upon the dissolution or winding up of this corporation, all of its assets remaining after the payment of liabilities shall be distributed to an organization which is exempt from taxation under Section 501 (c) of the Internal Revenue Code of 1954 as may from time to time be amended.

IN WITNESS WHEREOF, the undersigned incorporator and director has executed these Articles of Incorporation this 25th day of September, 2000.




Mia Siven
Incorporator and Director

REGISTERED AGENT

That SAARDINES INC., desiring to incorporate and organize under the laws of the State of Florida, has named Suzanne West, now of 2001 Palm Beach Lakes Blvd., #502D, West Palm Beach, FL 33409, as its registered agent to accept service of process within the State of Florida.

Acknowledgement having been named to accept service of process for the above-named corporation, in the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping said office.


Suzanne West, Resident Agent
2001 Palm Beach Lakes Blvd., #502D
West Palm Beach, FL 33409
(561) 439-1477

FILED
00 SEP 27 AM 11:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA