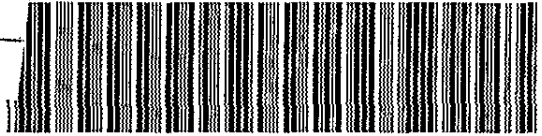


NO2000002772

1436 NORMANDY LAKE
PALM HARBOR, FL



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34683

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FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 21, 2003

KIM M. VOGEL
1436 NORMANDY LANE
PALM HARBOR, FL 34683

SUBJECT: S.A.F.E. SOCIETY OF FLORIDA, INC.
Ref. Number: N02000002772

We have received your document for S.A.F.E. SOCIETY OF FLORIDA, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please correct the article numbers VI and VII. VI is listed as the incorporator and VII is the officers and directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 603A00003383

Anna,

Per our phone conversation last week here are the requested changes. Thank you for your assistance. Please express mail the certified copy & additional one as paid for previously, in enclosed envelope.

January 6, 2003

Amendment Section, Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

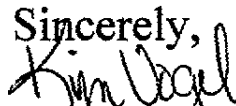
Re: Articles of Amendment to Articles of Incorporation of
S.A.F.E. Society of Florida, Inc.

To whom it may concern,

We have filed for our 501 c status and need to provide the IRS with an Amended Articles of Incorporation. We have a deadline of January 13, 2003. The IRS has requested a copy of the Articles of Amendment along with a certificate from the State authorities showing the actual date on which the amendments were approved by the State.

Please send the requested Amended Articles of Incorporation and mentioned certificate overnight, using the enclosed pre-paid envelope. It would be greatly appreciated if we can receive this back by January 8, 2003, so that we may meet the deadline given.

Thank you for your assistance in this matter.

Sincerely,

Kim M. Vogel

President – S.A.F.E. Society of Florida, Inc.

AMENDED
ARTICLES OF INCORPORATION
IN COMPLIANCE WITH
CHAPTER 617, F.S. (NOT FOR PROFIT)
OF
S.A.F.E. SOCIETY OF FLORIDA, INC.

The undersigned subscriber to these Amended Articles of Incorporation, a natural person competent to contract, hereby files for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

S.A.F.E. SOCIETY OF FLORIDA, INC.

ARTICLE II: PRINCIPAL OFFICE

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

1436 Normandy Lane
Palm Harbor, Florida 34683

ARTICLE III. PURPOSE

The purpose for which this corporation is organized is to exclusively promote the rescue of homeless, unwanted and/or abused pets and to provide foster homes for the homeless, unwanted and/or abused pets. Further, the purpose of the corporation is to educate the community in the furtherance of the corporation's charitable mission.

ARTICLE IV. DISSOLUTION

Upon dissolution of the corporation, all of its assets, tangible and intangible, shall be dedicated to an organization selected by the Board of Directors to be used in such a manner as will accomplish the general purposes for which the corporation was organized, provided, however, that distribution be made to a non-governmental organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Under no circumstances shall any of the assets of the corporation, upon

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TALLAHASSEE, FLORIDA

dissolution, be distributed to any member hereof.

ARTICLE V. DIRECTORS/MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The property, affairs, business and operation of the Corporation are to be managed by a Board of Directors, subject and subordinate to the authority of the member of the Corporation to the extent set forth in these Articles of Incorporation and in the bylaws of the Corporation. The number of directors may be increased or diminished from time to time, but shall never be an even number of directors, or less than three (3) members. The directors shall be divided into three (3) classes with staggered terms. *The Board of Directors shall consist of business owners and/or members of the community that the corporation** serves. The method and selection of the Board of Directors shall be set forth in the By-Laws.

ARTICLE VI. INCORPORATOR

The names and addresses of the the incorporator is:

Kim Vogel

**1436 Normandy Lane
Palm Harbor, Florida 34683**

ARTICLE VII. DIRECTORS/OFFICERS

The names and addresses of the directors are:

Lenore Day

**2989 Pine Forest Drive
Palm Harbor, Florida 34684**

Carol Kulczyk

**4823 Inverness Ct. Apt. 101
Palm Harbor, Florida 34685**

Jen Lisi

**1455-B Coburn Drive
Tarpon Springs, Florida 34689**

Kim Vogel

**1436 Normandy Lane
Palm Harbor, Florida 34683**

Kenneth Vogel

**1436 Normandy Lane
Palm Harbor, Florida 34683**

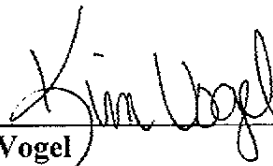
ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of the corporation is **Kim Vogel** whose address is **1436 Normandy Lane, Palm Harbor, Florida 34683.**

ARTICLE IX. INCORPORATOR

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

Kim Vogel
1436 Normandy Lane
Palm Harbor, Florida 34683




Kim Vogel

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10 day of February 2003 by
Kim Vogel



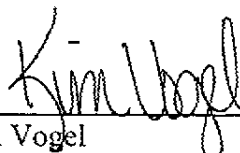
Barbara A. Rodak
MY COMMISSION # CC810749 EXPIRES
April 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC
My Commission Expires:

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.



Kim Vogel