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September 4, 2002

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

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-09/06/02--01020--004
*****78.75 *****78.75

RE: Canines, Cats & Critters, Inc.

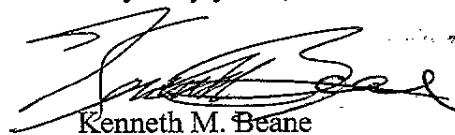
Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for Canines, Cats & Critters, Inc., along with my check in the amount of \$78.75 which I understand includes a certified copy of the articles to be returned to me.

I have also enclosed a self-addressed stamped envelope for return of the certified copy.

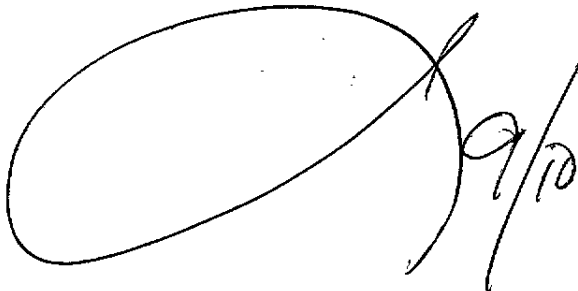
Thank you.

Very truly yours,



Kenneth M. Beane

KMB/cw
Enclosures



02 SEP -6 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

CANINES, CATS & CRITTERS, INC.

ARTICLES
OF
INCORPORATION

FILED
02 SEP -6 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons of the age of 21 years or more for the purpose of forming a non-profit corporation under Florida Statute 617 adopt the following articles of incorporation:

ARTICLE 1. Name. The name of the corporation is Canines, Cats & Critters, Inc.

ARTICLE 2. Principal Office. The address of the corporation's principal office is 4174 Sugar Palm Terrace, Oviedo, Seminole County, Florida 32765.

ARTICLE 3. Purpose. The purposes for which this corporation is organized are to provide humane treatment for canines, cats, household pets and wildlife animals and birds that may need shelter, food and medical attention, to coordinate with other charitable organizations whose purpose is to provide humane treatment for both domestic pets and wild animals in both service to the animals and to the owners of the animals who may need assistance, and to provide education to the public in the humane treatment of animals. Such services may involve education, obtaining food and feeding the animals, providing shelter for the animals, and seeking medical treatment for sick and injured animals.

ARTICLE 4. Election of Directors. No later than two (2) months prior to each annual meeting of the members, the board of directors shall appoint a nominating committee consisting of three (3) members. Such committee shall consider all available candidates for the directorships and offices to be filled at the forthcoming meeting and shall submit a slate of candidates to the meeting. Such submission shall be deemed a nomination of each person named.

ARTICLE 5. Directors. The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as initial directors are as follows:

1. Judith Ferguson Bennett, 4174 Sugar Palm Terrace, Oviedo, Florida 32765.
2. Georgia Hurst, 1406 Pebble Beach, Elkton, Maryland 21921-6309.
3. Thomas Peter Jacob, 1406 Pebble Beach, Elkton, Maryland 21921-6309.

ARTICLE 6. Incorporators. The names and addresses of the persons forming this corporation are as follows:

1. Judith Ferguson Bennett, 4174 Sugar Palm Terrace, Oviedo, Florida 32765.
2. Georgia Hurst, 1406 Pebble Beach, Elkton, Maryland 21921-6309.
3. Thomas Peter Jacob, 1406 Pebble Beach, Elkton, Maryland 21921-6309.

Canines, Cats & Critters, Inc.

Articles of Incorporation

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ARTICLE 7. Membership. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection of dues and assessments shall be set forth in the bylaws.

ARTICLE 8. Type of Corporation The corporation is a non-profit corporation and no stocks will be issued nor dividends or pecuniary profits will be declared or paid to the members of the corporation.

ARTICLE 9. Qualifying for Federal Income Tax Exemption. This corporation is organized and operated exclusively for charitable activities within the meaning of Section 501(C)(3) of Internal Revenue Code of 1954.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation except as provided in Section 501(H) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign or on behalf of or in opposition to any candidate for public office.

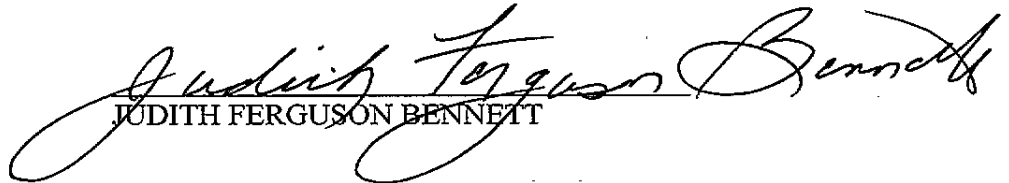
The property of this corporation is irrevocably dedicated to the charitable and humane treatment of animals, and no part of the net income or assets of this corporation shall ever ensure to the benefit of any director, officer, trustee, or member of the corporation or to the benefit of any private person.

On the dissolution of this corporation after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for the purpose of providing humane treatment for animals and which has established its tax exempt status under Section 501(C)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 10. Registered Agent. The name of the registered agent of the corporation is Judith Ferguson Bennett. The street address of the registered office which also is the office of the registered agent is 4174 Sugar Palm Terrace, Oviedo, Florida 32765.

The undersigned have executed these Articles of Incorporation this 3rd day of Sept, 2002.

INITIAL DIRECTORS AND INCORPORATORS:

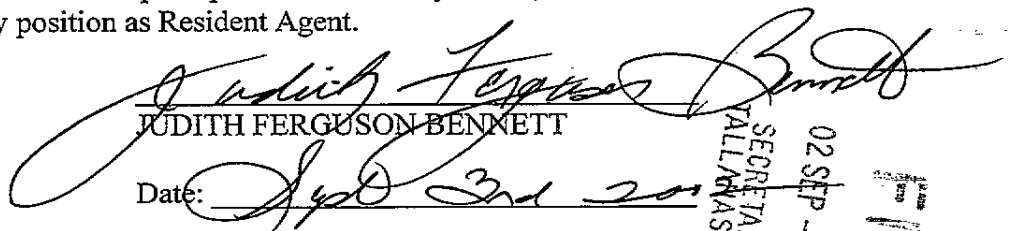

JUDITH FERGUSON BENNETT


GEORGIA HURST


THOMAS PETER JACOB

ACCEPTANCE BY RESIDENT AGENT

Having been named as Resident Agent to accept service of process for the above state non-profit corporation at the place designated in this certificate, I hereby accept the appointment as Resident Agent and agree to act in this capacity. I further agree to comply with the provisions of the statute relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Resident Agent.


JUDITH FERGUSON BENNETT
Date: Sept 3rd 2002

FILED
02 SEP -6 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA