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From:

Account Name : BUSINESS FILINGS
Account Number : 105256001620
Phone : (608)827-5300
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FLORIDA NON-PROFIT CORPORATION

Serenity Pet ResQ, Inc.

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|-----------------------|---------|
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FAX AUDIT #

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**ARTICLES OF INCORPORATION
OF
Serenity Pet ResQ, Inc.**

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: Serenity Pet ResQ, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1017 SW 115th Street, Gainesville, Florida 32607

ARTICLE III PURPOSES

The specific purpose for which the corporation is organized is: To provide shelter and medical attention for homeless domesticated animals. To foster and rehabilitate these animals and adopt them out to responsible new owners. To educate the public and children about the severe over-population problem of domesticated animals including awareness of puppy mills and resulting problems. To provide a website for worldwide education. To encourage spaying and neutering of pets and offer grants to pay for such services. To educate the public on domesticated animal abuse and prevention. To educate and offer advice on nutrition and health problems for domesticated animals. To encourage and promote additional governmental laws to protect our domesticated animals and stop the over-population problem. Long-term goal of: No more homeless pets. To offer education, adoptions, fundraising, medical and nutritional advice for pet owners, and applications for grants for rescue opportunities.

This corporation is organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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FAX AUDIT # HO 20002326591**ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS**

The name and address of the initial registered agent is: Business Filings Incorporated, 1000 West Avenue, Suite 1114, Miami Beach, Florida, 33139. Located in the County of Miami-Dade

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Business Filings Incorporated, Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717

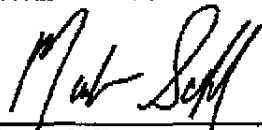
ARTICLE VI DISSOLUTION

Upon the 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 of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE VII MANNER OF ELECTING DIRECTORS


The method of election of directors is as stated in the bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of December 2002.


Mark Schiff, AVP

The document was prepared by:
Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717. (608) 827-5300.

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: _____
Mark Schiff -- AVP
Business Filings Incorporated

Date: 12/03/02

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