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TALLAHASSEE FLORIDA

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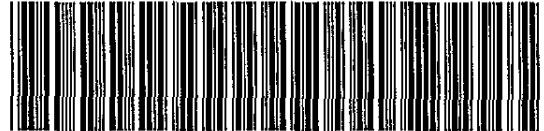
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May 13, 2003

Secretary of State
P.O. Box 6327
Tallahassee, FL 32304
Attn: Division of Corporations

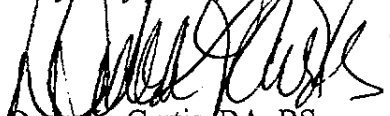
Re: **PETS FOR THE ELDERLY FOUNDATION, INC.**

Gentlemen:

Enclosed please find Articles of Incorporation for the above corporation and our Trust account check in the amount of \$70.00 for the filing fee.

Please file the articles and return the enclosed photocopy with the date of filing stamped thereon. Should you have any questions, please do not hesitate to contact me at 1-888-233-8844, ext. 27, or via e-mail at dedra@olsenonlaw.com. Thank you for your assistance with this matter.

Very truly yours,



Dedra L. Curtis, BA, BS
Paralegal

DLC/hs
Enclosures: As stated

ARTICLES OF INCORPORATION
OF
PETS FOR THE ELDERLY FOUNDATION, INC.

FILED

03 MAY 16 PM 2: 05

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is PETS FOR THE ELDERLY FOUNDATION, INC.

ARTICLE II

The address of the principal office of the Corporation is 1122 Kempton Chase Parkway, Orlando, FL 32837-6327.

ARTICLE III

The period of duration of the Corporation is perpetual.

ARTICLE IV

The 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 corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(e) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be hereafter amended.

ARTICLE VI

The method for the election of directors shall be stated in the bylaws of the Corporation.

ARTICLE VII

The initial street address in the State of Florida of the initial registered office of the corporation is 1122 Kempton Chase Parkway, Orlando, FL 32837-6327, and the name of the initial registered agent at such address is STEVEN WEINER.

ARTICLE VIII

The names and addresses of the initial incorporators are as follows:

STEVEN WEINER 1122 Kempton Chase Parkway, Orlando, FL 32837-6327

ARTICLE IX

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida.

ARTICLE X

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

STEVEN WEINER	1122 Kempton Chase Parkway, Orlando, FL 32837-6327
DEBORAH WEINER	5040 Park Central Drive, Apartment 2033, Orlando, FL 32839
LEON WEINER	1122 Kempton Chase Parkway, Orlando, FL 32837-6327

ARTICLE X

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE XI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

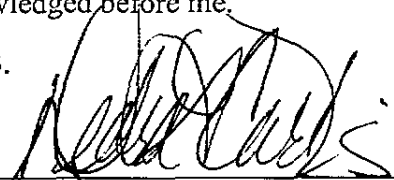
DATED this 13th day of May, 2003.

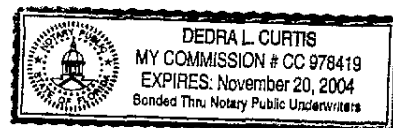

STEVEN WEINER

STATE OF FLORIDA,
COUNTY OF ORANGE,

The foregoing instrument was acknowledged before me.

DATED this 13th day of May, 2003.


DEDRA L. CURTIS
Notary Public
State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE
SERVICE OF PROCESS IN THIS STATE**

FILED

03 MAY 16 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following is submitted in compliance with law.

PETS FOR THE ELDERLY FOUNDATION, INC., a not-for-profit corporation organizing under the laws of the State of Florida with its principal office located at 1122 Kempton Chase Parkway, Orlando, FL 32837-6327 hereby designates STEVEN WEINER, as its agent at that address to accept service of process within this state.

ACCEPTANCE

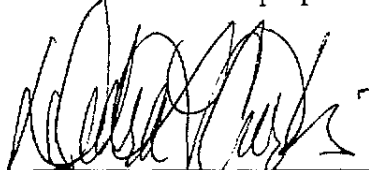
I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.


STEVEN WEINER

STATE OF FLORIDA,
COUNTY OF ORANGE,

BEFORE ME, the undersigned authority, this day personally appeared STEVEN WEINER, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purpose expressed therein.

DATED this 13th day of May, 2003.


DEDRA L. CURTIS
Notary Public
State of Florida
My Commission Expires:

