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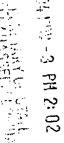
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Carlton & Carlton P.A.

CHARLES L. CARLTON GERALDYNE H. CARLTON SHERYL D. SNODGRASS 2310 LAKELAND HILLS BOULEVARD LAKELAND, FLORIDA 33805 PHONE: (863) 688-5700 FAX: (863) 687-6059 EMAIL:carltonattys@aol.com

November 2, 2004

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

RE: Mid Florida Retriever Rescue, Inc.

Dear Sir or Madam:

Enclosed please find the following:

- Articles of Incorporation (original and one copy)
- Filing fee in the amount of \$78.75

Please return one certified copy of the Article of Incorporation to the address listed above.

Thank you for your attention to this matter.

Sincerely.

Shuyld Sudgrase for Charles L. Carlton

CLC/cfw

Enclosures CC-7737-2

AND FILED

ARTICLES OF INCORPORATION OF

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MID FLORIDA RETRIEVER RESCUE, INC. A Corporation not for Profit

ARTICLE I - NAME

The name of this corporation is: Mid Florida Retriever Rescue, Inc.

ARTICLE II - STREET ADDRESS

The street address for this initial principal office and the mailing address for the corporation is:

652 Hunters Run Boulevard Lakeland, FL 33809

ARTICLE III - PURPOSE

This corporation is organized for the purpose of rescuing, housing, treating and placing abandoned, abused or neglected domestic animals.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The board of directors shall be elected in the manner set forth in the bylaws of the corporation

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this corporation is:

Charles L. Carlton 2310 Lakeland Hills Boulevard Lakeland, Florida 33805.

ARTICLE VI - INITIAL INCORPORATORS

Diane O'Malley 652 Hunters Run Boulevard Lakeland, FL 33809 and Charles O'Malley 652 Hunters Run Boulevard Lakeland, FL 33809

ARTICLE VII - INITIAL DIRECTORS

Diane O'Malley 652 Hunters Run Boulevard Lakeland, FL 33809

and

Charles O'Malley 652 Hunters Run Boulevard Lakeland, FL 33809

ARTICLE VIII - INTERNAL AFFAIRS

The internal affairs of the corporation shall be conducted consistent with Florida law.

No part of the net earnings of the corporation shall insure to the benefit of any private individual. No substantial part of its activities will be carrying out propaganda or otherwise attempting to influence legislation. The corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Upon dissolution, all assets of the corporation will be distributed to organizations exempt under Internal Revenue Code section 501(c)(3). Notwithstanding any other provision of these articles this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX - TERMINATION OF MEMBERSHIP

Termination of membership in the corporation may occur due to death, resignation or a majority vote of the shareholders.

<u>ARTICLE X - RIGHTS OF REMAINING MEMBERS</u>

The rights, upon termination of membership of the corporation of the remaining members shall be all those rights of governance of the corporation. The terminated members shall have no rights in the corporation.

ARTICLE XI - MEMBERSHIP TRANSFER

Members of the corporation may transfer their membership, subject to

approval of shareholders of 50% of the corporation.

ARTICLE XII - DISSOLUTION

Should there be any assets in the corporation upon dissolution, upon dissolution final liquidation or partial liquidation, those assets shall go only to entities exempt from Federal taxes pursuant to section 501(c)(3) Internal Revenue Code.

ARTICLE XIII - STOCK

The corporation shall have one class of stock.

ARTICLE XIV - INITIAL MEMBERS

The initial members of the corporation are:

Diane O'Malley, President 652 Hunters Run Boulevard Lakeland, FL 33809 and

Charles O'Malley, Secretary/Treasurer 652 Hunters Run Boulevard Lakeland, FL 33809

ARTICLE XV

The corporation shall be independent, not subject to the head of any national organization.

Articles of Incorporation this Diane O'moreley
WITNESS

WITNESS

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this Diane O'moreley
DIANE O'MALLEY

CHARLES O'MALLEY

CHARLES O'MALLEY

STATE OF FLORIDA

2310 Lakeland Hills Blvd.

Lakeland, FL 33805 (863) 688-5700

COUNTY OF POLK

	s acknowledged before me this day of alley and Charles O'Malley, who are personally as identification.
G Carol Taylor My Commission DD107005 Expires December 3, 2004	Notary Public G CAROL TAY OR Notary name typed or printed
	Commission No. 00107005
corporation, at the place designated in	cept service of process for the above stated this certificate, I hereby agree to act in this with the provisions of all statutes relative to the uties. CHARLES L. CARLTON REGISTERED AGENT
STATE OF FLORIDA COUNTY OF POLK	DATE: 100 2,2004
	s acknowledged before me this <u>2</u> day s L. Carlton, who is personally known to me.
Or Concl. Taylor Notary Public	
G CAROL TAYOR Notary name typed or printed	G Carol Taylor My Commission DD107005 Expires December 3, 2004
Commission No. 00 107005	
This document prepared by:	
Charles L. Carlton	