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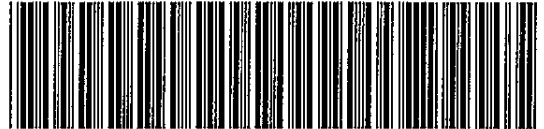
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05 MAY 25 AM 9:07

J. Chivers MAY 26 2005

TINO GONZALEZ

Attorney At Law
1600 Sarno Road, Suite 1
Melbourne, Florida 32935

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May 23, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

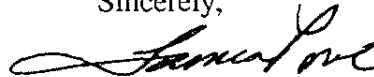
Re: Articles of Incorporation of Space Coast Animal Sanctuary, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the above referenced Article of Incorporation and a check in the amount of \$87.50 for the filing fee and certified copy and certificate. Upon filing please forward the certified copy and certificate to our office in the self addressed envelope provided.

Please contact our office with any questions you may have.

Sincerely,



Tamra Pope, Legal Assistant to
Tino Gonzalez

:tlp
enclosure

05 MAY 25 AM 9:07
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
SPACE COAST ANIMAL SANCTUARY, INC.**
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I - CORPORATE NAME

The name of this corporation is SPACE COAST ANIMAL SANCTUARY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be 1007 Daisy Lane, Rockledge, Florida 32955. The mailing address of this corporation shall be Post Office Box 560456, Rockledge, Florida 32956.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to provide food, shelter, and medical care to homeless, abandoned companion animals.

ARTICLE IV - MANNER OF ELECTION

The manner in which the directors are elected or appointed are by the majority of stockholders.

ARTICLE V - INITIAL DIRECTORS AND/OR OFFICERS

The name and address of the initial director of this corporation is:

Name and address:	Lisa Grace Kestel
	1213 Walnut Grove Way
	Rockledge, Florida 32955

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The person named as the initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, which occurs first.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Registered Agent:	Lisa Grace Kestel
	1007 Daisy Lane
	Rockledge, Florida 32955

05 MAY 25 AM 9:07

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ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Article of Incorporation as the sole incorporator is:

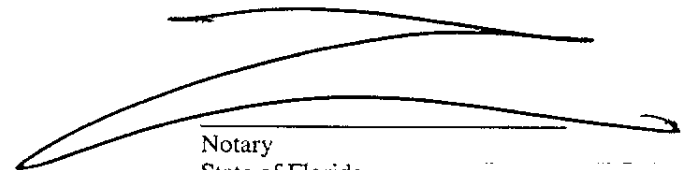
Lisa Grace Kestel
1213 Walnut Grove Way
Rockledge, Florida 32955

IN WITNESS WHEREOF, the undersigned, as sole Incorporator, has executed the foregoing Article of Incorporation on the 25th day of March, 2005.


LISA GRACE KESTEL

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, the undersigned authority, personally appeared **LISA GRACE KESTEL**, to me known to be the person described as the sole incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this 25th day of March, 2005.


Notary
State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That SPACE COAST ANIMAL SANCTUARY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Rockledge, Brevard County, Florida, has named LISA GRACE KESTEL, 1213 Walnut Grove Way, Rockledge, Florida 32955, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


LISA GRACE KESTEL
Registered Agent

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