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Special Instructions to Filing Officer:

Ronald Binsky GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article I. Corp address
DATE 1/3/06
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC 30 PM 4:23

005-55689

MRD 1/3/06

LAW OFFICES
LINSKY AND LINSKY

DONALD B. LINSKY & ASSOC., P.A.
1509-B SUN CITY CENTER PLAZA
SUN CITY CENTER, FLORIDA 33573
(813) 634-5566
FAX (813) 634-8217
donald@linskylaw.com

MARK A. LINSKY, P.A.
503 WEST PLATT STREET
TAMPA, FLORIDA 33606
(813) 251-5197
FAX (813) 254-6744
malinsky@gte.net

REPLY TO:

Sun City Center.

December 14, 2005

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Fur Ever Sanctuary, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above proposed not for profit corporation, together with a check in the amount of \$78.75, which includes the following items:

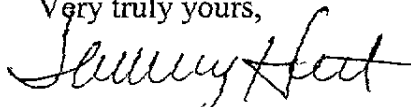
Filing Fee:	\$ 35.00
Resident Agent Fee:	\$ 35.00
Certified Copy:	<u>\$ 8.75</u>

Total:	\$ 78.75
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FROM: Donald B. Linsky & Associates, P.A.
1509 Sun City Center Plaza
Suite B
Sun City Center, Florida 33573

I would appreciate your forwarding the certified copy to us at our Sun City Center address at your earliest convenience.

Very truly yours,



Tammy Hutt
Legal Assistant to
Donald B. Linsky
DBL/th/enc.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

05 DEC 30 AM 8:03

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 20, 2005

DONALD B LINSKY & ASSOCIATES, P.A.
1509 SUN CITY CENTER PLAZA
SUITE B
SUN CITY CENTER, FL 33573

SUBJECT: FUR EVER SANCTUARY, INC.
Ref. Number: W05000055689

We have received your document for FUR EVER SANCTUARY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 405A00072748

**ARTICLES OF INCORPORATION OF
FUR EVER SANCTUARY, INC.
A FLORIDA NONPROFIT CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 DEC 30 PM 4: 23

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: FUR EVER SANCTUARY, INC.
with its principal address at 14001 U.S. 301 North, Parrish, FL 34219

Article 2. Not for Profit. The Corporation is a corporation not for profit as defined in the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article 3. Duration. The duration (term) of the Corporation is perpetual.

Article 4. Purposes. The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. The corporation is organized and shall be operated exclusively for charitable purposes for the care and prevention of cruelty to animals and terminally ill animals in need of care, and it is authorized to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status: (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) as a corporation contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986.

All of the assets and earnings of the corporation shall be used exclusively for the purposes hereinafter set out, including the payment of expenses incidental thereto; and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate in or intervene in (by the publishing or distributing of statements or otherwise) any political campaign on behalf of any candidate for public office.

In the event of dissolution of the corporation, all of the remaining assets of the corporation after payment of its liabilities shall be distributed only for scientific, educational and charitable purposes to one or more organizations which meet the requirements of 501(c)(3) and to which contributions are deductible under Section 170 of the Internal Revenue Code of 1986, as the Board of Directors shall determine.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D. Notwithstanding any other provision 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.

E. Upon the dissolution of the corporation, 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 the Court of Common Pleas, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

Article 5. Limitation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

Article 6. Members. The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Tina Millis	14001 U.S. 301 North Parrish, FL 34219
Harold Millis	111 16 th Avenue SW Ruskin, FL 33570

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2102 5th Avenue S.E., Ruskin, FL 33570, and the name of its initial Registered Agent at that address is Tina Millis.

Article 8. Initial Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall never be less than two (2). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Tina Millis	14001 U.S. 301 North Parrish, FL 34219
Harold Millis	111 16 th Avenue SW Ruskin, FL 33570
Donald Linsky	1509 B Sun City Center Plaza Sun City Center, FL 33573

Article 9. Officers. The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Tina Millis	14001 U.S. 301 North Parrish, FL 34219
Vice President	Harold Millis	111 16 th Avenue SW Ruskin, FL 33570
Secretary	Tina Millis	14001 U.S. 301 North Parrish, FL 34219
Assistant Secretary	Harold Millis	111 16 th Avenue SW Ruskin, FL 33570
Treasurer	Tina Millis	14001 U.S. 301 North Parrish, FL 34219
Assistant Treasurer	Harold Millis	111 16 th Avenue SW Ruskin, FL 33570

Article 10. Incorporators. The name and address of the Incorporator is as follows:


Tina Millis
14001 U.S. 301 North
Parrish, FL 34219

Article 11. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of, Florida Statutes (1981), as amended from time to time, shall govern the Bylaws.

Article 12. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

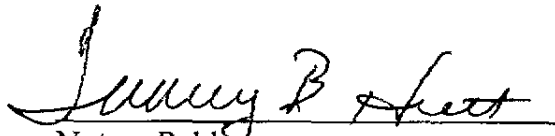
Article 13. Nonstock Basis. The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership of proprietary interest in the Corporation.


IN WITNESS WHEREOF, the undersigned has signed these Amended Articles of Incorporation on this 14 day of DECEMBER, 2005.


Tina Millis

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14 day of December, 2005, by Tina Millis, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.


Notary Public

NOTARY PUBLIC
 **Tammy B. Hutt**
Commission # DD416975
Expires April 10, 2009
Bonded Troy Feltz - Insurance, Inc. 800-345-7019

Printed name: _____
CC _____
Commission Expires: _____

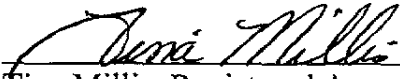
ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 DEC 30 PM 4:23

The undersigned hereby accepts the appointment as Registered Agent of Fur Ever Sanctuary, which is contained in the foregoing Articles of Incorporation.

DATED this 14 day of DECEMBER, 2005.


Tina Millis, Registered Agent