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DIVISION OF CORPORATIONS  
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VIA FIRST CLASS US MAIL

VIA FIRST CLASS US MAIL

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

RE: **Tails of the Heart, Inc.**

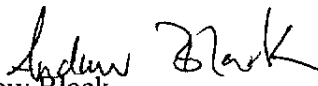
To Whom It May Concern:

Enclosed herewith please find an original copy and duplicate copy of the Articles Incorporation for the above-referenced corporation and check for \$78.75.

Upon receipt, please file these Articles and return the duplicate filed copy in the sc addressed OVERNIGHT envelope to our offices. Please also fax back to our attenti at 213-947-4948, if possible.

Thank you in advance for your attention to this matter. If you have any questio please feel free to call us **prior to any rejection.**

Yours very truly,

  
Andrew Black

## ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

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### ARTICLE I NAME

The name of the corporation shall be:

Tails of the Heart, Inc.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7983 Lake Marion Creek Road, Haines, Florida 33844

### ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See Attachment.

### ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The directors shall be elected as set forth in the bylaws of the corporation.

### ARTICLE V INITIAL DIRECTORS/OFFICERS

The name and addresses:

Susan L. Austin 7983 Lake Marion Creek Road, Haines, Florida 33844

Patricia Ann Quintana 7983 Lake Marion Creek Road, Haines, Florida 33844

Douglas Mercet 7983 Lake Marion Creek Road, Haines, Florida 33844

Sharon Mercet 7983 Lake Marion Creek Road, Haines, Florida 33844

### ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

NRAI Services, Inc.

2731 Executive Park Drive, Suite 4

Weston, FL 33331

### ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Kent E. Seton, Esq., 8730 Wilshire Boulevard, Suite 416, Beverly Hills, CA 90211

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Signature/Registered Agent

Date

Signature/Incorporator

Date

2-6-06

2-6-06

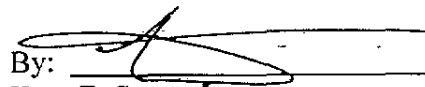
**ATTACHMENT TO  
ARTICLES OF INCORPORATION OF  
TAILS OF THE HEART, INC.**

**ARTICLE III PURPOSE:** This Corporation shall be a nonprofit corporation. The purpose for which Tails of the Heart, Inc. is organized is exclusively for the prevention of cruelty to animals within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE VIII:** 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.

**ARTICLE IX:** 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, or corresponding section of any future federal tax code, or shall be distributed 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 a Court of Competent Jurisdiction 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. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income of assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

**I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 6 day of February 2006.

By:   
Kent E. Seton, Incorporator