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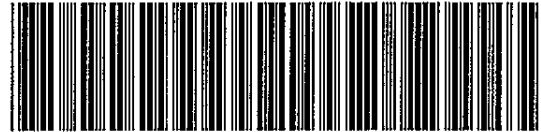
(Business Entity Name)

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LAW OFFICES
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GARY L. BUTLER
GENE R. CIPRIANO, JR.
CHRISTOPHER M. SIERRA
JAY B. VERONA

January 20, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: **PUG RESCUE OF FLORIDA, INC.**

Dear Sir or Madam:

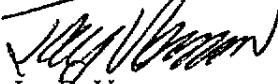
Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$78.75 to cover the following costs:

Articles of Incorporation	\$	35.00
Registered Agent designation		35.00
Certified Copy		8.75

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
VERONA LAW GROUP, P.A.



Jay B. Verona

JBV:mm

Enclosures

cc: Janis A. Whitlow

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this Corporation is **PUG RESCUE OF FLORIDA, INC.**
2. **INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS:** The initial principal office and mailing address of this Corporation shall be:

12509 Ulmertown Road
Largo, FL 33774

3. **DURATION:** The period of this Corporation's duration shall be perpetual.
4. **PURPOSES AND GENERAL POWERS:**

This Corporation is organized exclusively for charitable, educational, civic and other not for profit purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States tax code). The primary purpose for which this Corporation is formed is to rescue displaced pug dogs, vet the dogs, and facilitate their adoption and/or foster home placement. This Corporation shall participate in no activity which shall not be directly in furtherance of said specific purpose.

This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue Code, (ii) a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 170(c)(2)], as amended, or of corresponding provisions of any future United States Internal Revenue Code. 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, nor intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

5. **DIRECTORS:** This Corporation shall have no less than three (3) directors, or such other minimum number as may be otherwise required by law. The specific number of directors, as well as the method by which the directors are to be elected, appointed and removed shall be stated in the Corporation's Bylaws.
6. **INITIAL BOARD OF DIRECTORS:** The names and street addresses of the initial Directors of this Corporation are:

JANIS A. WHITLOW

12509 Ulmertown Road
Largo, FL 33774

SUZANNE PETERSON

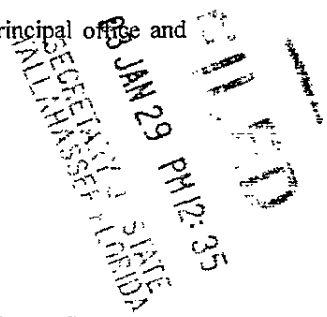
9669 Maypan Place
Largo, FL 33777

CRAIG COBINE

2110 W. Jetton Ave.
Tampa, FL 33606

CHRISTINE WELCH

6763 79th Ave. No.
Pinellas Park, FL 33781



WENDY KELLY

929 Bay Esplanade
Clearwater, FL 32779

7. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this Corporation's initial registered office, and the name of its initial registered agent at that office shall be:

VERONA LAW GROUP, P.A.
7235 First Ave. So.
St. Petersburg, FL 33707

8. **INCORPORATOR:** The name and street address of the initial Incorporator signing these Articles of Incorporation is:

JANIS A. WHITLOW
12509 Ulmerton Road
Largo, FL 33774

9. **BYLAWS:** Except as otherwise provided by law, the power to adopt, alter, amend or repeal the ByLaws of this Corporation shall be vested in the Directors.

10. **INDEMNIFICATION:** The Corporation shall indemnify any officer, director, employee and agents (present or former), from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said officers, directors, employees and agents, in their capacity as such, to the full extent permitted by law.

11. **EARNINGS; DISSOLUTION ACTIVITIES:**

All net earnings of the Corporation shall inure to the benefit of, and be distributed in accordance with the purposes of the Corporation as set forth in Section 4 of these Articles. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to non-exempt members (if any), or to trustees, officers, directors, or other private persons, except that 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 Section 4 hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue Code, (ii) by a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 170(c)(2)], as amended, or of corresponding provisions of any future United States Internal Revenue Code.

Upon dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of this Corporation to other organizations whose purposes are consistent with those set forth in Section 4 of these Articles, and which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Sec. 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 of such purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of January, 2003.


JANIS A. WHITLOW, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were sworn to and subscribed before me this 16th day of JANUARY, 2003 by JANIS A. WHITLOW, who is personally known to me or has produced _____ (type of identification) as identification, and who did take an oath.

Jaclynn E. Prance
Notary Public - signature

JACLYNNE PRANCE
Notary's name - type or print

Commission/Serial Number

My Commission Expires:



Jaclynn E. Prance
MY COMMISSION # DD024016 EXPIRES
August 24, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for **PUG RESCUE OF FLORIDA, INC.** at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent. The undersigned hereby further states that it is familiar with, and accepts, the obligations of that position.

Executed this 20 day of JANUARY, 2003.

VERONA LAW GROUP, P.A.

By: Jay B. Verona

Jay B. Verona

As: President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of January, 2003 by Jay B. Verona, as President of **VERONA LAW GROUP, P.A.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification, and did (did not) take an oath.

Carole D. Query
Notary Public - signature

Carole D. Query
Notary's name - type or print

#DD 161632
Commission/Serial Number

2-27-07
My Commission Expires:

