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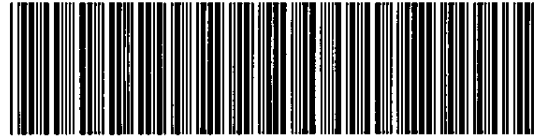
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. Shivers FEB 19 2007

Holland & Knight LLP Requester's Name	
315 So. Calhoun Street Address	
425-5675 City/State/Zip	Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Be The Solution, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

BE THE SOLUTION, INC.

The undersigned, acting as incorporator of **BE THE SOLUTION, INC.**, (the "Corporation") under the Florida Not For Profit Corporation Act, submits the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is: **BE THE SOLUTION, INC.**

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the Corporation are 5185 Ochlockonee Rd, Tallahassee, FL 32303.

ARTICLE III. DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing on the date these Articles of Incorporation are executed, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which even such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized as a corporation not-for-profit, and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provisions of any future United States Internal Revenue Law. The Corporation has been created for the purpose of prevention of cruelty to animals, a recognized charitable purpose pursuant to Section 501(c)(3) of the Internal Revenue Code. In furtherance of this purpose, the organization will educate the public regarding the pet overpopulation problem, provide an information and referral network to improve communications in order to help reduce the pet overpopulation problem, and raise funds to provide programs to encourage members of the public to have their pets neutered and spayed.

ARTICLE V. LIMITATIONS ON CORPORATE POWERS

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons,

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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 this Article. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501(c)(3) of the Code.

(b) 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 or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law, or (iii) by a corporation organized under the Florida Not For Profit Corporation Act.

(d) Should the Corporation at any time be considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

(i) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

(ii) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(iv) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

(v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE VI. MEMBERS

The Corporation shall not have members.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The Corporation shall not have less than three (3) directors initially. The number of directors may be either increased or decreased from time to time, as provided in the bylaws, but will never be less than three (3). The following are the names of the initial Board of Directors:

1. Geraldine Phipps
2. John Timothy Phipps
3. Judith Dougherty

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The Corporation designates 5185 Ochlockonee Rd, Tallahassee, FL 32303, as the street address of the initial registered office of the Corporation and names Geraldine Phipps, as the Corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE IX. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, 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 the Circuit Court for 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. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

ARTICLE X. INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer

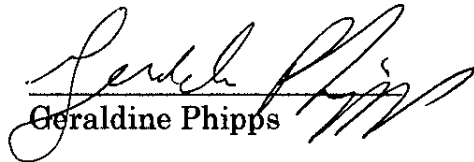
of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

ARTICLE XI. INCORPORATOR

The Corporation's incorporator is Geraldine Phipps. The incorporator's street address is 5185 Ochlockonee Rd., Tallahassee, Florida 32303.

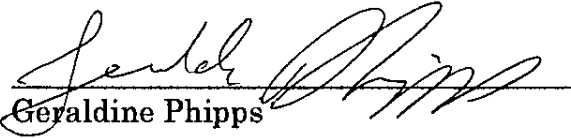
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 16th day of February, 2007.


Geraldine Phipps

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

Dated this 16th day of February, 2007.


Geraldine Phipps

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