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2007 JUN -5 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAND USE COORDINATOR
PETER D. BACHELER

June 1, 2007

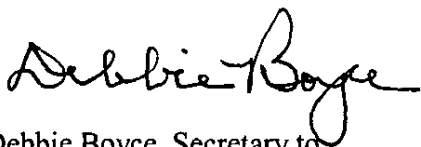
Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Re: Marvelous Pet Rescues, Inc.

Dear Sir or Madam:

Enclosed please find the two Articles of Incorporation for the above referenced corporation, together with our check in the sum of \$78.75 to cover the cost of filing. Please return the conformed copy to our office at the above letterhead address.

Very truly yours,



Debbie Boyce, Secretary to
James S. Lupino

DB:db
Enclosures

FILED

2007 JUN -5 PM 2: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MARRVELOUS PET RESCUES, INC.

ARTICLE I

We, the undersigned subscribers and directors, all natural persons competent to contract, hereby associate ourselves together for the purpose of forming a nonprofit corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE II

The name of this corporation shall be **MARRVELOUS PET RESCUES, INC.**

ARTICLE III

This corporation shall exist perpetually.

ARTICLE IV

This corporation is organized for the purpose of the care and treatment for abandoned, stray or needy animals, to seek temporary shelter for those animals in need in foster homes, while securing permanent placement into loving, caring homes in the Upper Keys, Monroe County, Florida.

ARTICLE V

The qualifications for members and shareholders will be stated and regulated by the by-laws of this corporation.

ARTICLE VI

The street address of the initial business office of this corporation is 99900 Overseas Highway, Key Largo, Monroe County, Florida 33037 and the name of the initial registered agent of this corporation is **James S. Lupino, Esq.**, located at 90130 Old Highway, Tavernier, Florida 33070.

ARTICLE VII

This corporation shall have five (5) voting directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than three. Directors are elected and vacancies filled pursuant to and in accordance with the by-laws. The names and addresses of the initial directors of this corporation are:

Stephanie Clark - 600 Island Drive, Key Largo, Florida 33037
Kelly Shaw - 34 Eagle Drive, Key Largo, Florida 33037
Joy Martin - 3 Ocean Road, Key Largo, Florida 33037
Patricia Ives - 5 Cindy Place, Key Largo, Florida 33037
Dawn Cale - 110 East Ridge Road, Islamorada, Florida 33036

ARTICLE VIII

This corporation is organized under a non-stock basis.

ARTICLE IX

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE X

The name and address of the person signing these articles is:

Dawn Cale - 110 East Ridge Road, Islamorada, Florida 33036

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

DATED this 29 day of May, 2007.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation have executed these Articles of Incorporation.

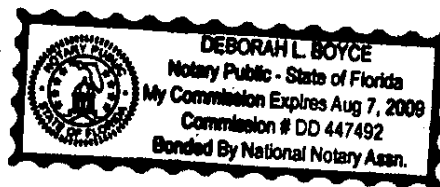
Dawn Cale
DAWN CALE

STATE OF FLORIDA
COUNTY OF MONROE

Before me, the undersigned authority, personally appeared, DAWN CALE, to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth. I relied upon the following form of identification of the above-named person: *personally known*.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this *29* day of *May*, 2007

Deborah L. Boyce
Notary Public
Print Name *Deborah L. Boyce*
My Commission Expires:



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

In compliance with Section 617, Florida Statutes, the following is submitted:

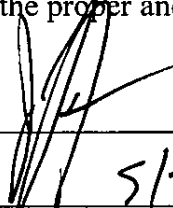
First - that **MARRVELOUS PET RESCUES, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 99900 Overseas Highway, Key Largo, Monroe County, State of Florida 33037, has named **James S. Lupino, Esq.**, located at 90130 Old Highway, City of Tavernier, State of Florida 33070, as its agent to accept service of process within Florida.

SIGNATURE 
(corporate officer)

TITLE _____ Treasurer _____

DATE 5-29-07

Having been named to accept service of process for this above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE 
DATE 5/29/07