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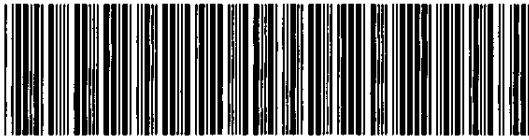
(Business Entity Name)

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2007 SEP 13 P 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE SEP 14 2007

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Pet Heroes Charitable Fund, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard A. Heysek
Name (Printed or typed)

9340 North 56th Street, Suite 220B
Address

Tampa, FL 33617
City, State & Zip

813-929-4799
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
THE PET HEROES CHARITABLE FUND, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a Not-For-Profit Corporation (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I
Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is: The Pet Heroes Charitable Fund, Inc. The principal place of business and mailing address is: 9340 North 56th Street, Suite 220B, Tampa, Florida 33617.

**ARTICLE II
Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Office of the Florida Secretary of State and shall have perpetual existence thereafter.

**ARTICLE III
Purpose**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(C) (3) of the Internal Revenue Service Code of 1986 (the "Code") or corresponding provisions in effect. In furtherance of such purposes, the Corporation may (I) provide charitable funding for veterinary medical care for sick and injured animals (II) provide funding for education and outreach concerning responsible animal care.

The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of its opposition to any candidate for public office.

The Corporation shall have all powers now or hereafter granted by law, and its addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV
Members

The sole members shall be individuals who are serving, at any relevant time, as the members of the Board of Directors of the Corporation.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is: 9340 North 56th Street, Suite 220B, Tampa, Florida 33617 and the name of its initial registered agent at such address is Richard A. Heysek.

ARTICLE VI
Directors

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time and their election and appointment shall be as specified in the Bylaws of the Corporation, provided that the Corporation shall always have at least three Directors. The name and address of each initial Director who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Richard A. Heysek	8785 Ashworth Drive Tampa, Fl 33647
Stearns Poor	4461 Vieux Circle Tampa, FL 33613
Michael Sawyer	1251 S.W. 9 th . Avenue Gainesville, FL 32601

ARTICLE VII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Richard A. Heysek	8785 Ashworth Drive Tampa, Fl 33647

ARTICLE VIII

Bylaws

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE IX

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

Board of Directors

The Board of Directors shall not engage, participate, or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an exempt organization under Section 501 (C) (3) of the Code, or corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE XI

Indemnification

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a Director or Officer of the Corporation.

ARTICLE XII

Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be distributed 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 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

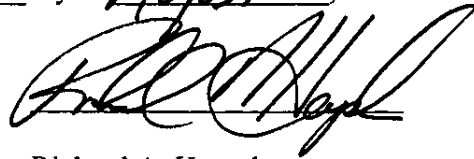
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of August, 2007.


Richard A. Hecysek, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions off all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 29th day of August, 2007.



Richard A. Heysek

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA