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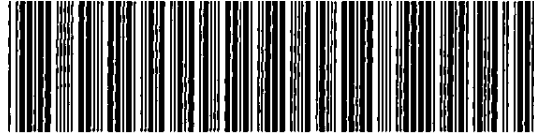
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS 6/5

1008-23869

JUDITH S. LAMBERT, PLLC

Judith S. Lambert, JD, LLM*

Member of the state bars of Florida, Alabama, Texas, and California

**Master of Laws in Taxation*

Lumsden Executive Park

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(813) 681-3391 Fax

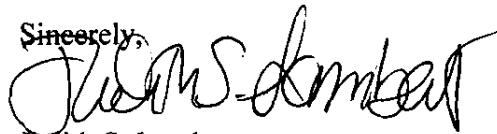
May 20, 2008

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

To Whom it May Concern,

Please find enclosed the original and one copy of the Articles of Incorporation I am filing on behalf of A to Z Menagerie, Inc. Should you need anything further or have any questions, please do not hesitate to contact me at the above listed number.

Sincerely,

A handwritten signature in black ink, appearing to read "Judith S. Lambert", written in a cursive style.

Judith S. Lambert



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 13, 2008

JUDITH S LAMBERT, PLLC
669A W LUMSDEN ROAD
BRANDON, FL 33511

SUBJECT: A TO Z MENAGERIE, INC.
Ref. Number: W08000023869

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the **complete document**, including the electronic filing cover sheet.

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

The article numbers must be listed in sequence.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 208A00030447

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

A TO Z MENAGERIE, INC.,

a Not for Profit Corporation, pursuant to Chapter 617 of the Florida Statutes

In compliance with the requirements of F.S. Chapter 617, the undersigned, being natural persons, hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a not for profit corporation.

ARTICLE I

The name of the not for profit Corporation ("Corporation") is A TO Z MENAGERIE, INC.

ARTICLE II

The period of duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is to acquire, develop, operate, and maintain a shelter to care for and prevent the cruelty to animals and is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 Article III hereof. 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by corporation exempt from federal income tax under Section 501 (c)(3) (or the corresponding provision of any future Federal tax Code) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) (or the corresponding provision of any future Federal tax Code.)

ARTICLE V

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3), or the 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 by the Court of Competent Jurisdiction of the country 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.

ARTICLE VI

The principal address of the Corporation is 11417 Charolais Road, Lithia, Florida 33547. The mailing address of the Corporation is P.O. Box 204, Lithia, Florida 33547.

ARTICLE VII

The manner in which the directors are elected or appointed is set forth in the Bylaws.

ARTICLE VIII

The initial street address of the Corporation's registered office is 673 West Lumsden Road, Brandon, Florida 33511. The initial registered agent for the Corporation at that address is Judith S. Lambert.

ARTICLE IX

The initial board of directors shall consist of three members. This number may be changed from time to time in accordance with the Corporation's bylaws, but shall never be less than three. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Renee Zegarski	P.O. Box 204 Lithia, Florida 33547
Ismael Molina	P.O. Box 204 Lithia, Florida 33547
Lori Moreda	P.O. Box 204 Lithia, Florida 33547

ARTICLE X

The names and street addresses of the persons signing these articles of incorporation are:

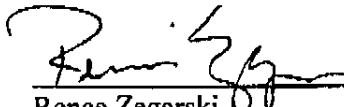
Name
Renee Zegarski

Address
P.O. Box 204
Lithia, Florida 33547

ARTICLE XI

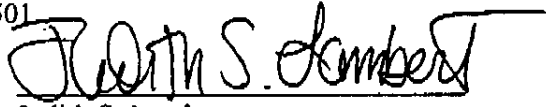
The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on June 5, 2008.


Renee Zegarski

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for A TO Z MENAGERIE, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. Section 607.0501


Judith S. Lambert

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