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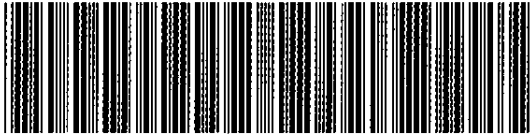
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 10 2009  
**D. A. WHITE**

Law Offices Of  
**Andrew B. Ginsburg, Esq.**

2775 W. Okeechobee Road  
Hialeah, Florida 33010  
(305) 889-0658  
Fax (305) 885-9051

March 5, 2009

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

RE: Fur Real Friends, Incorporated

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Fur Real Friends, Incorporated, a not for profit corporation, and a check in the amount of \$78.75 for the filing fee, registered agent's fee and a Certificate of Status.

If anything further is required in regard to this matter, please do not hesitate to contact me.

Very truly yours,

BY:   
Andrew B. Ginsburg

Enclosures  
ABG/lg

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

**ARTICLE I - NAME**

The name of the Corporation shall be:

Fur Real Friends, Incorporated.

**ARTICLE II – PRINCIPAL OFFICE**

The principal street address and mailing address is:

7451 SW 132 Street  
Pinecrest, Florida 33156

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**ARTICLE III – PURPOSE**

This corporation is organized exclusively for charitable, and educational purposes, specifically to help homeless animals and save their lives by raising money to spay and neuter animals, give those animals shots, beds, toy, and a better life, 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, or the corresponding section of any future federal tax code.

**ARTICLE IV – MANNER OF ELECTION**

The directors are elected or appointed by a majority vote of the members of the non-profit corporation.

**ARTICLE V – INITIAL DIRECTORS**

Alix F. Ginsburg, Director, 7451 SW 132 Street, Pinecrest, Florida 33156  
Nikki Solomon, Director, 7315 SW 109 Terrace, Pinecrest, Florida 33156  
Lisa Ginsburg, Director, 7451 SW 132 Street, Pinecrest, Florida 33156

**ARTICLE VI  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Andrew B. Ginsburg, Esq.  
2775 W. Okeechobee Rd.  
Hialeah, Florida 33010

**ARTICLE VII – INCORPORATOR**

The name and address of the Incorporator is:

Alix F. Ginsburg  
7451 SW 132 Street  
Pinecrest, Florida 33156

**ARTICLE VIII  
NET EARNINGS NOT TO INURE TO BENEFIT OF MEMBERS**


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 Three 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 or in opposition to 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 a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IX  
DISTRIBUTION OF ASSETS UPON DISSOLUTION**


Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the

Internal Revenue Code, 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 shall be disposed of by a Court of Competent Jurisdiction 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 for such purposes.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Andrew B. Ginsburg  
Registered Agent

3/5/09  
Date

  
\_\_\_\_\_  
Alix F. Ginsburg  
Incorporator

03/05/09  
Date

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF MIAMI-DADE    )

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TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, personally appeared Andrew B. Ginsburg and Alix F. Ginsburg, to me known to be the persons described as the Registered Agent and Incorporator, respectively, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami-Dade County, Florida, this 5<sup>th</sup> day of March, 2009.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission expires

NOTARY PUBLIC-STATE OF FLORIDA  
Randy Davis  
Commission # DD725544  
Expires: FEB. 08, 2012  
BONDED THROUGH ATLANTIC BONDING CO., INC.