

N9500001524

 LAW OFFICES

Ira C. Hatch, P.A.

 SUITE 300
 1800 W. 17TH STREET CAUSEWAY

 FORT LAUDERDALE, FLORIDA 33316 #1

700001443197
 OFFICE USE ONLY-03/29/95--01094--008
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 95 MAR 28 PM 12:37
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AA 3-31

Examiner's Initials

FILED
MAR 28 1963
TAMPA, FLORIDA

ARTICLES OF INCORPORATION

OF

H O L Y D O G S , Inc.

The undersigned, acting as Incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such Corporation.

FIRST: The name of the Corporation is H O L Y D O G S, INC., and the initial principal address of the corporation is: 1600 S.E. 17th Street Causeway, Suite 414, Fort Lauderdale, Florida 33316, (305) 523-8404.

SECOND: The period of duration of the Corporation is perpetual, unless dissolved according to law.

THIRD: The initial street address Florida of the initial registered office of the Corporation and the principal office is 1600 S.E. 17th Street, Suite 300, Ft. Lauderdale, 33316/ 305-523-8404. The name of the initial Registered Agent at that address is Ronald Thomas Spann.

FOURTH: The number of the Directors constituting the initial Board of Directors of the Corporation and the names and addresses of the persons who are to serve as the initial directors are:

Sergio Cortella
1600 S. Dixie Highway
Hollywood, Florida 33020

Karen Long

Ellen Ferguson
7761 S.W. 134 Avenue
Miami, Fl. 33183

Monica Rigo
7218 W. 4th Ave.
Hialeah, Fl. 33014

Silvana Rizzi
1600 S. Dixie Highway
Hollywood, Fl. 33020

Betty Cullinamo
14905 S.W. 11th Street
Sunrise, Fl. 33326

Mary Gacal
Yamil Gacal
8275 S.W. 2nd St.
Miami, Fl. 33144

Laureen Hackman
1755 N.E. 182 St.
N. Miami Beach, Fl. 33162

FIFTH: The initial street address in Florida of the initial registered office of the Corporation and the principal office is 1600 Southeast 17th Street Causeway, Suite 414, Fort Lauderdale, Florida 33316, phone (305) 523-8404. The name of the initial Registered Agent at that address is RONALD THOMAS SPANN.

SIXTH: The number of the Directors constituting the initial Board of Directors of the corporation is three and the names and addresses of the persons who are to serve as the initial directors are stated above.

SEVENTH: This corporation is organized under a non-stock membership basis.

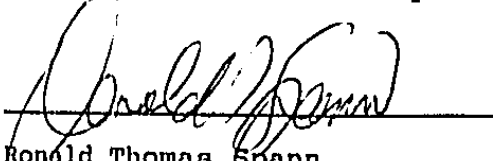
EIGHTH: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations of the same kind and purposes.

NINTH: The name and address of each incorporator is:

RONALD THOMAS SPANN 1600 S.E. 17TH STREET CAUSEWAY
 SUITE 414
 FORT LAUDERDALE, FLORIDA 33316
 (305) 523-8404

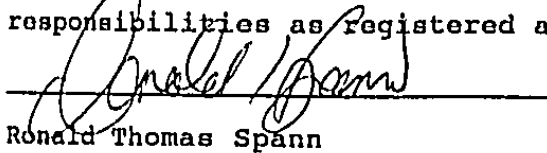
DATED THIS 17TH DAY OF MARCH, 1995

IN WITNESS WHEREOF, the undersigned has made and subscribed of
these Articles of Incorporation in the City of Fort Lauderdale,
Florida, on this 17th day of March, 1995.



Ronald Thomas Spann
Registered Agent and Incorporator
1600 SE 17th Street Causeway
Suite 414
Fort Lauderdale, Florida 33316
(305) 523-8404

I HEREBY am familiar with and accept the duties and
responsibilities as registered agent for said corporation.



Ronald Thomas Spann

STATE OF FLORIDA:

COUNTY OF BROWARD:

BEFORE ME , the undersigned authority, personally appeared,
Ronald Thomas Spann, who, is to me well known to be the person
described in and who subscribed the above articles of
Incorporation, and he did freely and voluntarily acknowledge before

me according to law that he made and subscribed the same for the purposes and uses therein mentioned and set forth.

IN WITNESS WHEREOF, I have herunto set my hand and official seal in the County and State last aforesaid on this the 9th day of March, 1995.

Jordish M. Cortes
Notary Public- State of Florida

My Commission Expires:

RTS/reg

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TALLAHASSEE, FLORIDA

N95000001524

Hollydogs Greyhound Adoption, Inc.
1600 South Dixie Highway
Hollywood, Florida 33020

(305) 925-7758

September 25, 1995

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

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*****35.00 *****35.00

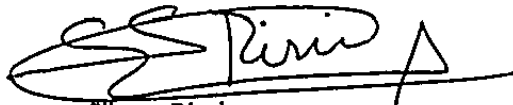
Re: Hollydogs Greyhound Adoption, Inc.
Florida Document Number N 95000001524
Restatement of Articles of Incorporation

Dear Sir or Madam:

Enclosed are the original and one copy of the Restated Articles of Incorporation of Hollydogs Greyhound Adoption, Inc. together with the filing fee of \$35.

If you have any questions please call me.

Very truly yours,



Silvana Rizzi
Hollydogs Greyhound Adoption, Inc.

~~WILLIAMS~~

Enclosures
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Post. Art. + NC

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1995

Silvana Rizzi
Hollydogs Greyhound Adoption, Inc.
1600 S. Dixie Hwy.
Hollywood, FL 33020

SUBJECT: HOLY DOGS, INC.
Ref. Number: N95000001524

We have received your document for HOLY DOGS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 995A00047583

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DIVISION OF CORPORATIONS
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Hollydogs Greyhound Adoption, Inc.
1600 South Dixie Highway
Hollywood, Florida 33020

(305) 925-7758

October 28, 1995

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

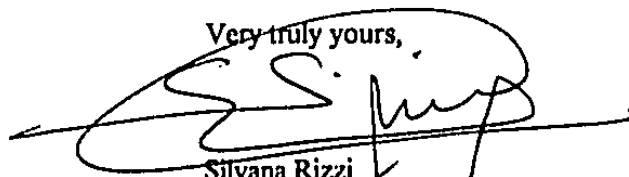
Re: Hollydogs Greyhound Adoption, Inc.
N95000001524
Restatement of Articles of Incorporation
Letter Number 995A00047583

Dear Mr. Harris:

Enclosed are the original and one copy of the Restated Articles of Incorporation of Hollydogs Greyhound Adoption, Inc., redrafted to include written acceptance by the registered agent and the date of adoption of each amendment.

If you have any questions please call me.

Very truly yours,



Silvana Rizzi
Hollydogs Greyhound Adoption, Inc.

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Enclosures

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Restated Articles of Incorporation

of

Hollydogs Greyhound Adoption, Inc.

(Under Chapter 617 of the Florida Not For Profit Corporation Act)

WHEREAS, the Articles of Incorporation were filed for this non-profit corporation on or about March 17, 1995. The original name of this corporation was Holy Dogs, Inc. and was assigned a Florida corporate document number of N95000001524.

WHEREAS, it was deemed prudent by the Directors of the Corporation to restate the Articles of Incorporation including amendments.

WHEREAS, the directors adopted a resolution on setting forth the proposed restatement and directed that it be submitted to a vote at a meeting of the members entitled to vote at the special meeting. Written notice setting forth the proposed restatement and summary of the changes to be effected by the restatement was given to each member entitled to vote. The proposed restatement received a majority of the votes cast by members at the meeting.

WHEREAS, the Articles of Incorporation are restated as follows:

Article One

Name

The name of the Corporation is Hollydogs Greyhound Adoption, Inc., (hereinafter the "Corporation")

Article Two

Existence

The term or existence of the Corporation is perpetual.

Article Three

Purpose

The Corporation is organized exclusively for one or more of the following purposes:

1. To place retired racing Greyhounds with families who will take care of them in order to save them from being destroyed.

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2. Religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provisions of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) Code.

3. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association or trust is organized and operated exclusively for charitable, scientific, testing for public safety, literary, or educational purposes or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of any subsequent Federal tax law.

In furtherance of the above enumerated purposes and functions, the Corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

With respect to all of the foregoing purposes, however, the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall not be operated for pecuniary profit or financial gain and no part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), nor shall any of such net earnings be used otherwise than for charitable, religious, educational, humanitarian or scientific purposes, nor shall propaganda, or otherwise attempting to influence legislation, or participating in or intervening in any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(C)(2).

Article Four

Dissolution

The assets of the Corporation are dedicated to purposes which are exempt from Federal income tax under Code Section 501(c)(3). Upon the liquidation or dissolution of the Corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law, no director or officer of the Corporation or any other individual shall be entitled to any distribution or division of its remaining property or the proceeds of the same, and the balance of all money and other property

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received by the Corporation and from any source, including its operations, after the payment of all debts and obligations of the Corporation of whatever kind and nature, shall be distributed to an organization or organizations which are exempt from Federal income tax under Code Section 501(c)(3), and the purposes of which are in harmony with the general purposes set forth in this Article Three of these Articles.

Article Five

Address of Corporation

The street address of the initial principal office of the Corporation is 1600 S. Dixie Highway, Hollywood, Florida 33020. The mailing address of the initial principal office of the Corporation is 1600 S. Dixie Highway, Hollywood, Florida 33020.

Article Six

Directors

There shall be six (6) of the Board of Directors of the Corporation. The number of directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). The names and addresses of the directors of the Corporation at the date of this restatement are as follows:

1. Sergio Cortella
1600 S. Dixie Highway
Hollywood, Florida 33020.
2. Silvana Rizzi
1600 S. Dixie Highway
Hollywood, Florida 33020
3. Betty Culliname
14905 S.W. 11th Street
Sunrise, Florida 33326
4. Mary Gacel
8275 S.W. 2nd St.
Miami, Florida 33144
5. Yamil Gacel
8275 S.W. 2nd St.
Miami, Florida 33144

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6. Ellen Ferguson
7761 S.W. 134 Avenue
Miami, Florida 33183
7. Paul Beaird
1401 Cortez St.
Miami, FL 33134
8. Carol Beaird
1401 Cortez St.
Miami, FL 33134

The election of the Directors of the Corporation need not be by written ballot unless the By-Laws of the Corporation otherwise override.

Article Seven

Registered Agent

SILVANA RIZZI is designated as the initial registered agent of the Corporation upon whom process against the Corporation may be served. The street address of the Corporation's initial registered office and initial registered agent of the Corporation is Silvana Rizzi, 1600 S. Dixie Highway, Hollywood, Florida 33020.

Article Eight

Capital Structure

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

Article Nine

Membership

Membership shall be open to interested persons, subject to the approval of the Board of Directors. The manner of admission of members and the rights and duties of the members shall be provided for in the organizations by-laws.

Article Ten

By-Laws

The power to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be vested in the corporation shall be for the government of the corporation and may contain any

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provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of this Restatement of the Articles of Incorporation, or contrary to the laws of this state or of the United States.

Article Eleven

Amendment of Articles of Incorporation


The Articles of Incorporation may be amended or restated by a resolution of the Directors of the Corporation in the manner now or hereafter proscribed by statute, and the members shall have no power to amend the Articles of Incorporation without said resolution.

Article Twelve

Officers

The Corporation shall be authorized to have a President, Vice-President, and Secretary/Treasurer, who shall be appointed by the Board of Directors.

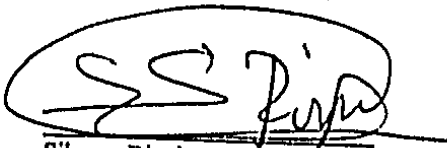
IN WITNESS WHEREOF, the undersigned Director of the Corporation, having been duly authorized by a Board of Directors Meeting, have hereunto set my hand and seal of the corporation on this 30 day of October, 1995.


Silvana Rizzi,
President and Director

The date of adoption of each amendment contained in this restatement of the Articles of Incorporation of Hollydogs Greyhound Adoption Inc. was Saturday, September 23, 1995.

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I hereby am familiar with and accept the duties and responsibilities as registered agent for Hollydogs
Greyhound Adoption, Inc.



Silvana Rizzi,
Registered Agent

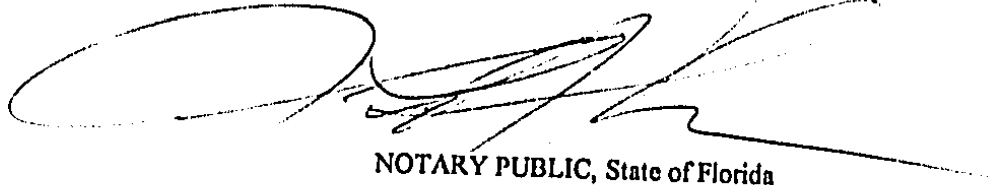
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STATE OF FLORIDA

COUNTY OF BROWARD

Before me the undersigned authority, personally appeared SILVANA RIZZI, to me well known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

Witness my hand and official seal this 30th day of October, 1995.



NOTARY PUBLIC, State of Florida
at Large

My commission expires:

OFFICIAL NOTARY SEAL
LORREN H. HASKINEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0022073
COMMISSION EXPIRES OCT. 29, 1998

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