

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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98 JUL 10 PM 2:03

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Orphan Animal
Rescue, Inc.

Art of Inc. File 00002585116--7

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LTD Partnership File ****122.50 ****122.50

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

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Signature _____

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ARTICLES OF INCORPORATION

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OF

Orphan Animal Rescue, Inc.

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **Orphan Animal Rescue, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 3751 N.E. 170 Street, #2, North Miami Beach, FL 33160.

ARTICLE III: PURPOSE

The specific nature of business is to rescue any and all types of animals, including but not limited to dogs, cats, birds, etc. for the specific purpose of feeding them, attending to all their medical needs of whatever nature or kind, administering any and all shots, de-worming, licensing, spading, dental, and caring for them in any manner possible to insure that all animals are fed and brought to a healthy status and then placed into a home that is screened to insure that each and every animal receives the love and care deserved and needed.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is Bonne Z. Schefflin, Esquire, 3801 Hollywood Blvd., Suite 100, Hollywood, FL 33021.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is initially three (3). The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is Kathleen A. Poirier, President & Treasurer, 3751 N.E. 170 Street, #2, North Miami Beach, FL 33160; John Paul Masson, Vice-President, 1167 N.W. 113 Terrace, Miami, FL 33168; and Sande Lien, Secretary, 2221 N.E. 164 Street, #303, North Miami Beach, FL 33160.

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation 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 IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE X: AMENDMENTS

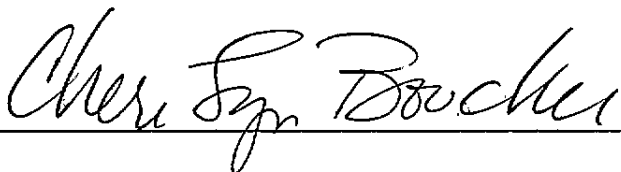
The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of July, 1998.

"Capital Connection, Inc. by Cheri Lyn Boucher, Client Representative"



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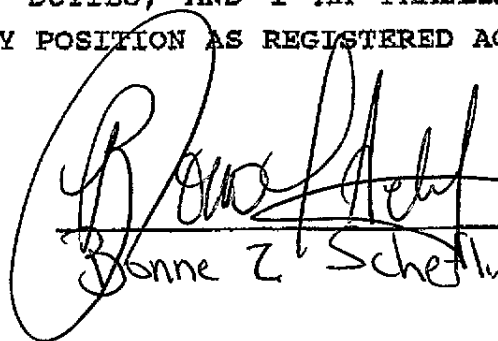
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____
Orphan Animal Rescue, Inc.

2. The name and street address of the registered agent and office is: Bonne Z. Schefflin, Esquire
3801 Hollywood Blvd.
Suite # 100, Hollywood, FL 33021

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Bonne Z. Schefflin, Esquire