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October 29, 1998

DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 9:10

RE: SHIH TZU AND LAP DOG RESCUE, INC.

100002677731-7
-11/02/98-01072-004
*****78.75 *****78.75

To Whom It May Concern:

Attached please find the following:


1. Proposed Articles of Incorporation for the above-referenced nonprofit corporation.
2. Our client's check in the sum of \$78.75 for filing fee and certified copy.

After processing the foregoing, please return the appropriate documents to:

GARY A. BODZIN, ESQ.
3050 Aventura Blvd. #300
Aventura, FL 33180

As always, we thank you for your assistance and cooperation.

Sincerely yours,


GARY A. BODZIN
GAB:br

~~25/1/98~~
11-30
WS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1998

BODZIN & BODZIN
3050 AVENTURA BLVD., SUITE 300
AVENTURA, FL 33180

SUBJECT: SHIH TZU AND LAP DOG RESCUE, INC.
Ref. Number: W98000025015

We have received your document for SHIH TZU AND LAP DOG RESCUE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the 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) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 698A00053781

ARTICLES OF INCORPORATION
OF
SHIH TZU AND LAP DOG RESCUE, INC.
a Non-Profit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

SHIH TZU AND LAP DOG RESCUE, INC.

The address of the principal office of this corporation shall be 19891 NE 24th Avenue, Miami, Florida 33180, and the mailing address of the corporation shall be the same.

ARTICLE II.

Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. In the event of dissolution, the residual assets of the organization 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 Internal Revenue code provision, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE III.

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE IV.

The names and addresses of the incorporators of these Articles are:

HARRIET REICHENBACH
19891 NE 24th Avenue
Miami, FL 33180

ERIC REICHENBACH
19891 NE 24th Avenue
Miami, FL 33180

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors and officers are:

HARRIET REICHENBACH
19891 NE 24th Avenue
Miami, FL 33180
(Director/President/Treasurer)

ERIC REICHENBACH
19891 NE 24th Avenue
Miami, FL 33180
(Director/Vice-Pres./Secretary)

JUNE M. CLARK
5960 SE 126 Street
Bellevue, FL 34421
(Director)

ARTICLE VII.

The street address of the initial registered office of the corporation shall be 19891 NE 24th Avenue, Miami, FL 33180, and the name of the initial registered agent of the corporation at that address is HARRIET REICHENBACH.

IN WITNESS THEREOF, the undersigned have hereunto set their hands and seals on OCT. 29, 1998.

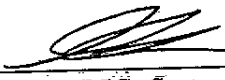

HARRIET REICHENBACH
Incorporator


ERIC REICHENBACH
Incorporator

STATE OF FLORIDA, COUNTY OF DADE

SS.

Before me, the undersigned authority, personally appeared HARRIET REICHENBACH and ERIC REICHENBACH, and they are personally known to me, and they took an oath and stated that they executed the foregoing instrument for the purposes therein expressed, this 29 day of OCTOBER, 1998.


NOTARY PUBLIC, State of Florida
My Commission Expires:



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 its registered office and registered agent in the State of Florida:

1. The name of the corporation is: **SHIH TZU AND LAP DOG RESCUE, INC.**
2. The name and street address of the registered agent of the corporation is: **HARRIET REICHENBACH, 19891 NE 24th Avenue, Miami, FL 33180.**

HAVING 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 ALL OF 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.


HARRIET REICHENBACH, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 9:11