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CLEARWATER, FLORIDA 33756
(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO

April 20, 1999

Clearwater Office

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

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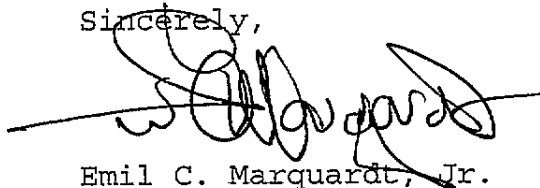
RE: PON TIMES, INC.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of the Incorporation for the above-named corporation. Also enclosed is the registered agent form and a check in the amount of \$78.75 which represents the filing fee.

Should you have any questions, please advise.

Sincerely,



Emil C. Marquardt, Jr.

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Encs.

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99 APR 22 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER APR 27 1999

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99 APR 22 AM 7:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PON TIMES, INC.

A CORPORATION NOT-FOR-PROFIT

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes, and certify as follows:

ARTICLE I

NAME AND REGISTERED AGENT

The name of the corporation shall be PON TIMES, INC. The principal place of business shall be: 540 77th Avenue, St. Pete Beach, Pinellas County, Florida 33706. The initial registered agent for the corporation is identified in the attached certificate which is filed with the State of Florida confirming the agent's acceptance.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized is to promote information concerning PON dogs and conduct any lawful business that its Board of Directors believes to be appropriate.

ARTICLE III

MEMBERS

The members of the Corporation shall constitute all of the members of the corporation's Board of Directors.

ARTICLE IV

TERM

The term of the Corporation shall be perpetual.

ARTICLE V

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors in a number determined by the Bylaws, but not less than three (3). Directors shall be authorized. Members of the Board of Directors shall be elected, hold office, and be removed and replaced in the manner provided by the Bylaws.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected, or until removed, are:

<u>Name</u>	<u>Address</u>
Cheri O'Neal	540 77th Avenue St. Pete Beach, FL 33706
C. J. Titus	540 77th Avenue St. Pete Beach, FL 33706
Jerry Kapela	540 77th Avenue St. Pete Beach, FL 33706
Susan Stekoll	540 77th Avenue St. Pete Beach, FL 33706
Mary Simberg	540 77th Avenue St. Pete Beach, FL 33706
Karen Willson	540 77th Avenue St. Pete Beach, FL 33706
Julie Rosenthal	540 77th Avenue St. Pete Beach, FL 33706
Merrilee Finch	540 77th Avenue St. Pete Beach, FL 33706
Beth Gosse	540 77th Avenue St. Pete Beach, FL 33706
Pamela Siehr	540 77th Avenue St. Pete Beach, FL 33706
Bert Simberg	540 77th Avenue St. Pete Beach, FL 33706
Cindy Czerechowicz	540 77th Avenue St. Pete Beach, FL 33706

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Corporation and shall serve at the pleasure of the Board of Directors. The names of the Officers who shall serve until their successors are elected by the Board of Directors are as follows:

<u>Name</u>	<u>Office</u>
Cheri O'Neal	Chairperson
C. J. Titus	President
Julie Rosenthal	Vice President
Merrilee Finch	Vice President
Cindy Czerechowicz	Secretary/Treasurer

ARTICLE VII

INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by the Corporation to the full extent authorized by law, against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of the Corporation at the time such expenses are incurred.

ARTICLE VIII

AMENDMENT OF BYLAWS

The Bylaws of the Corporation may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors present and voting, at any meeting of the Board of Directors called for that purpose.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors of this Corporation, present and voting, at any meeting of the Board of Directors called for that purpose.

ARTICLE X

POWERS

This corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article II.

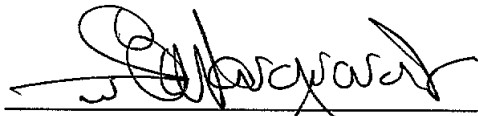
ARTICLE XI

SUBSCRIBERS

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
EMIL C. MARQUARDT, JR.	625 Court Street - 2nd floor Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of April, 1999.



EMIL C. MARQUARDT, JR.,
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR., to me personally known or who has produced Driver's License as identification, and known to me to be the individual described in and who executed the foregoing

instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 20 day of April, 1999.

Barbara C. Farney
Notary Public
Print Name Barbara C. Farney
My Commission Expires: 2/6/2000

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for PON TIMES, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Emil C. Marquardt, Jr.
EMIL C. MARQUARDT, JR.

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