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November 15, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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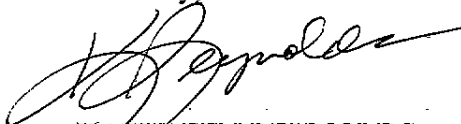
RE: Articles of Incorporation of Feline Friends of Destin, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$70.00 representing the filing fee. Please return the extra copy stamped with the filing in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this regard. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,



KATHLEEN REYNOLDS

KR/mjp

Enclosures: a/s

ARTICLES OF INCORPORATION

of

FELINE FRIENDS OF DESTIN, INC. (A Corporation Not for Profit)

The undersigned incorporator, in order to form a non-profit corporation under the laws of the state of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: *FELINE FRIENDS OF DESTIN, INC.*, The principle business address of the corporation is: 206 Wekiva Cove, Destin, FL 32541

ARTICLE II - REGISTERED AGENT

The name and address of the registered agent of this corporation is:

Harry Knegt
206 Wekiva Cove
Destin, FL 32541

ARTICLE III - PURPOSES

The specific purposes for which this corporation is organized are: for the prevention of cruelty to animals of all descriptions capable of suffering. To provide free vaccine and sterilization to animals of the financially disadvantaged. To publish printed matter and a newsletter providing information to the public as to the benefits of pet sterilization and to lessen pet over population.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

ARTICLE IV - BOARD OF DIRECTORS

The number of initial directors of this corporation is six (6). Their names and address are as follows:

Harry Knegt
206 Wekiva Cove
Destin, FL 32541

Ruthi Knegt
206 Wekiva Cove
Destin, FL 32541

Anne E. Herriott
4452 Ocean View Dr.
Destin, FL 32541

Pat Tolbert
935 Bambi Dr.
Destin FL 32541

Joe Mras
4452 Ocean View Dr.
Destin, FL 32541

ARTICLE V - NAME OF INCORPORATOR

The name and address of the incorporator of this corporation is:

Harry Knegt
206 Wekiva Cove
Destin, FL 32541

ARTICLE VI - TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE VII - MEMBERSHIP PROVISIONS

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

ARTICLE VIII - ADDITIONAL PROVISIONS

Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

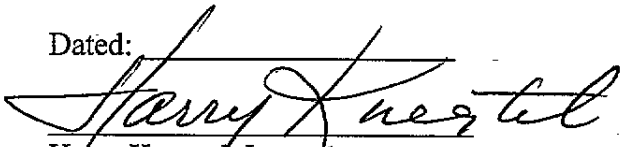
No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a public charity as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated:


Harry Knegetel, Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 9th day of November, 1999
by Harry Knegt, who is personally known to me or who has produced _____
as identification and acknowledged and declared that he executed the same for the uses and
purposes therein set forth.


NOTARY PUBLIC
My Commission Expires: 7/12/2000



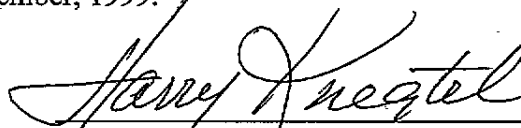
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Feline Friends of Destin, Inc.
2. The name and address of the registered agent is Harry Knegtcl, 206 Wekiva Cove, Destin, Florida 32541. The address of the principal office is 206 Wekiva Cove, Destin, Florida 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 9th day of November, 1999.


Harry Knegtcl, Registered Agent