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A LEGAL PROFESSIONAL ASSOCIATION

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November 24, 1999

FILED
99 NOV 29 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS
AIRBILL NO. 813352369178

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Incorporation of "Second Chance for Greyhounds, Inc."

Dear Sir or Madam:

Enclosed for filing is an original and one (1) copy of the Articles of Incorporation and a check for Eighty-Seven and 50/100 Dollars (\$87.50) for the Filing Fee, plus a certified copy and Certificate of Status.

FROM: Brent M. Buckley (on behalf of Second Chance for Greyhounds, Inc.)
1400 Bank One Center
Cleveland, Ohio 44114-2652
(216)363-1400

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-11/29/99-01099-018
*****87.50 *****87.50

Please return the certified copy of the Articles of Incorporation and the Certificate of Status in the self-addressed stamped envelope provided herein.

Thank you for your assistance in this matter.

Very truly yours,

Brent Buckley

Brent M. Buckley

BMB/vs
Enclosures
JACL7777011001DS.LTR

S. Thompson DEC 01 1999

**ARTICLES OF INCORPORATION
OF
SECOND CHANCE FOR GREYHOUNDS, INC.**

a Florida Nonprofit Corporation

Under Chapter 617.0202, F.S.

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ARTICLE I - NAME

The name of this corporation shall be Second Chance for Greyhounds, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

10826 Dean Street
Bonita Springs, Florida 34135

ARTICLE III - PURPOSE

This corporation is being organized for the purpose of promoting the welfare of greyhound dogs, both racing and retired, in all manners permitted under the laws of Florida and the United States of America. This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE IV - DIRECTORS

The directors shall be elected annually. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial directors, shall hold office until the election of directors at the first annual meeting.

Brent M. Buckley
1400 Bank One Center
Cleveland, Ohio 44114

Barbara Armstrong
1400 Bank One Center
Cleveland, Ohio 44114

Helen Banks
10826 Dean Street
Bonita Springs, Florida 34135

ARTICLE V

The name and Florida address of the initial registered agent is:

CT Corporation System
1200 S. Pine Island Road
Plantation, Florida 33324.

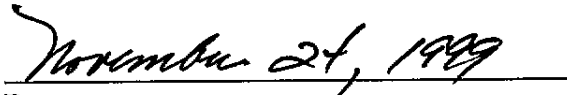
ARTICLE VI - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Brent M. Buckley
1400 Bank One Center
Cleveland, Ohio 44114



BRENT M. BUCKLEY, INCORPORATOR



Date

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 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.



Signature/Registered Agent

Gil S. Apelis, Asst. Secretary


Date