

P00000011177

Mail articles of Incorporation to: Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, Fl. 32314

Make checks payable to Division of Corporations in the amount of \$ 78.75

PET VACATION CARE, INC.
C/O ERNESTO FREYRE III
9040 SW 78TH COURT
MIAMI, FL. 33156

000003113150--1
-01/27/00--01084--012
*****78.75 *****78.75

FILED
00 JAN 27 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 JAN 27 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PET VACATION CARE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is PET VACATION CARE, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 9040 SW 78TH COURT, MIAMI, FLORIDA 33156 and the name of the initial registered agent of this corporation at that address is ERNESTO FREYRE III. The Principal Office and /or mailing address is 9040 SW 78TH COURT, MIAMI, FLORIDA 33156

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have ONE (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The names and street addresses of the initial directors are: ERNESTO FREYRE III, 9040 SW 78TH COURT, MIAMI, FLORIDA 33156

ARTICLE VII

The name and address of the incorporator to these Articles of incorporation is: ERNESTO FREYRE III, 9040 SW 78TH COURT, MIAMI, FLORIDA 33156

ARTICLE VIII

BYLAWS

The power of adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

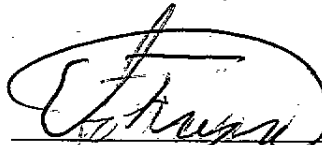
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 24TH day of January, 2000.


ERNESTO FREYRE III

STATE OF FLORIDA

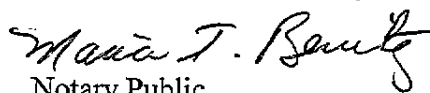
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ERNESTO FREYRE II known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24TH day of January, 2000.



MARIA T. BENITEZ
Comm. No. CC 576050
My Comm. Exp. Oct. 18, 2000
Bonded thru Pichard Ins. Agcy.


Notary Public
State of Florida at Large

My commission expires:

FILED
00 JAN 27 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT
OF
PET VACATION CARE, INC.

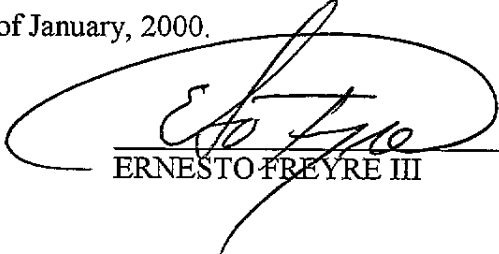
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That PET VACATION CARE, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named ERNESTO FREYRE III as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 24TH day of January, 2000.


ERNESTO FREYRE III