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TRANSMITTAL LETTER

FILED
00 FEB -9 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-02/09/00--01102--019
*****87.50 *****87.50

SUBJECT: PALM BEACH PET AU PAIR INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: JANIS N. KISSINGER(Jan)
Name (Printed or typed)

919 9th Way
Address

West Palm Beach, Florida 33407
City, State & Zip

561) 478-3040
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: PALM BEACH PET AU PAIR INC.

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ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

919 9th WAY WEST PALM BEACH, FLORIDA 33407

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

JANIS N. (Jan) KISSINGER
919 9th WAY
WEST PALM BEACH, FL 33407

ARTICLE V INCORPORATOR

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

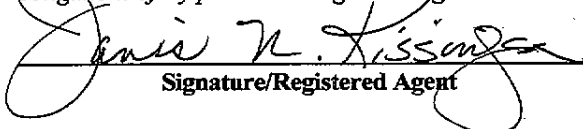
JANIS N. (Jan) KISSINGER
919 9th WAY
WEST PALM BEACH, FLORIDA 33407

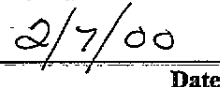

Signature/Incorporator


Date

(An additional article must be added if an effective date is requested.)

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


Date