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ARTICLES OF INCORPORATION

OF

NOAH'S ARK EXOTIC PETS INC.

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

ARTICLE I - NAME

The name of the corporation shall be:

NOAH'S ARK EXOTIC PETS INC.

The principal place of business of this corporation shall be:

1525 South Andrews Avenue, Suite 216, Fort Lauderdale, FL 33316

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

Fifteen Hundred (4500) shares at a No Par Value

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

CorpAmerica, Inc. 1525 South Andrews Avenue Suite 216 Fort Lauderdale, FL 33316

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to this corporation are:

Paula A. Lintner CorpAmerica, Inc. 30 Old Rudnick Lane Dover, Delaware 19901

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of March, 2000.

Signature of Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

- 1. The name of the corporation is: NOAH'S ARK EXOTIC PETS INC.
- 2. The name and address of the registered agent and office is:

CorpAmerica, Inc. 1525 South Andrews Avenue Suite 216 Fort Lauderdale, FL 33316

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.

Bv:

Paula A. Lintner, Assistant Secretary

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