'CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 56261 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222 900003284699--1 -06/12/00--01043--019 *****78.75 *****78.75 Art of Inc. File___ LTD Partnership File___ Foreign Corp. File_ L.C. File_ Fictitious Name File_ Trade/Service Mark Merger File_ Art. of Amend. File_ RA Resignation_ Dissolution / Withdrawal_ Annual Report / Reinstatement____ Cert. Copy_ Photo Copy___ Certificate of Good Standing____ Certificate of Status_ Certificate of Fictitious Name_ Corp Record Search_ Officer Search Fictitious Search Fictitious Owner Search Signature Vehicle Search_ Driving Record UCC 1 or 3 File Requested by: UCC 11 Search_ Name UCC 11 Retrieval Will Pick Up Courier_ Walk-In

1. Burch JUN 1 2 2000

FILED

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

THE DOGGIE DUMP, INC.

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

ARTICLE I - NAME

The name of the corporation shall be The Doggie Dump, Inc. The principal place of business of this corporation shall be 1401 S. Lorenzo Avenue, Tampa, Florida 33629.

ARTICLE II - NATURE OF BUSINESS

The purpose of this corporation is to engage in every phase and aspect of the business of dog boarding and kenneling. This corporation may also engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial office of the corporation shall be 1401 S. Lorenzo Avenue, Tampa, Florida 33629, and the name of the initial registered agent is Anthony K. Black.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase pro rata share thereof at the price at which it is offered to others.

ARTICLE VI - DIRECTORS

This corporation shall have three officers initially. The name and street address of the initial officers who shall hold office for the first year of the corporation, or until their successor is elected or appointed is

President -

Edie Marie Wilhoit

1401 S. Lorenzo Avenue Tampa, Florida 33629

Vice President -

Ernie Wilhoit

2510 S. MacDill Avenue Tampa, Florida 33629

Secretary/Treasurer - Jane Wilhoit

2510 S. MacDill Avenue Tampa, Florida 33629

ARTICLE VII - INCORPORATOR

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

Anthony K. Black, Esquire 707 N. Franklin St., Ste. 800 Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this

day of June, 2000.

Anthony K. Black

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared ANTHONY K. BLACK, who is personally known to me, and upon oath duly sworn, deposes and says that he is the individual referred to in and who executed the foregoing Articles of Incorporation and that he did so freely and voluntarily.

Sworn to and subscribed before me this _____ day of June, 2000.

Notary Public
State of Florida
Susan R. Anders

My Commission Expires:

SUSAN R. ANDERS Notary Public - State of Florida My Commission Expires Aug 25, 2003 Commission # CC866207

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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

1.	The name of the corporation is:	The Doggie Dump, Inc.	ALL ALL SEC
		1401 S. Lorenzo Avenue	- 17:55 - 18:55 - 18:55
		Tampa, Florida 33629	PH 123
2.	The name and street address of the registered agent and office is:		NATE ORIDA
	Anthony K. Black, Esquire		- 1101
_	707 N. Franklin St	, Ste. 800, Tampa, Florida	33602

HAVING BEEN NAMED AS REGISTERED AGENT 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.

Dosla