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BEST KEPT BOOKS

963 W. Juniata Street * Clermont, FL 34711

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Phone (352) 242-1134 Wireless (352) 255-6817

December 5, 2000

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

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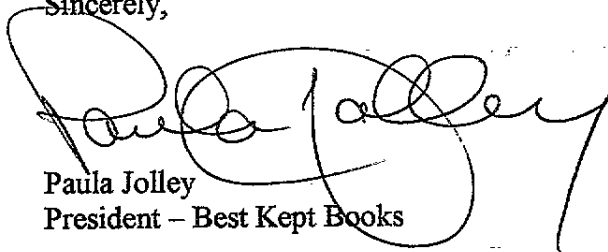
To Who it May Concern;

Enclosed you will find the Articles of Incorporation for Paws-A-Tive Pet Sitting, Inc.
As their registered Agent I request that all documents and communication be directed to
me at:

Paula Jolley
Best Kept Books
963 W. Juniata Street
Clermont, FL 34711

Any questions please call me at 352-242-1134. Thank you in advance for your
cooperation.

Sincerely,



Paula Jolley
President - Best Kept Books

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PAWS-A-TIVE PET SITTING INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is PAWS-A-TIVE PET SITTING INC.

ARTICLE II. PURPOSE

This corporation is organized for the following purposes:

- a. To engage in any or all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE III. POWERS

The corporation shall have the following powers:

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- b. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property to any interest therein, wherever situated.
- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To lend money, and to use its credit to assist its officers and employees in accordance with the law.
- e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

- g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- h. To conduct business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- j. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- k. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- l. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any and all of the directors, officers and employees of its subsidiaries.
- n. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- o. To have and exercise all the powers necessary or convenient to effect its purposes.

ARTICLE IV. COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these Articles and shall have perpetual existence.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, and the name of the initial registered agent of this corporation at that address is:

Paula Jolley
Best Kept Books
963 W. Juniata Street
Clermont, FL 34711

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number may be either increased or diminished from time to time as set forth in the Bylaws. The name and address of the initial Directors of this corporation are:

Marsha Kaye
9726 Crenshaw Circle
Clermont, FL 34711

Kathy Cleary
2212 Dancy Trail
Clermont, FL 34711

Janice Ash
1908 Sunset Lane
Clermont, FL 34711

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Marsha Kaye
9726 Crenshaw Circle
Clermont, FL 34711

ARTICLE IX. INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

1908 Sunset Lane
Clermont, FL 34711

ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the Bylaws or by agreement among the shareholders.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

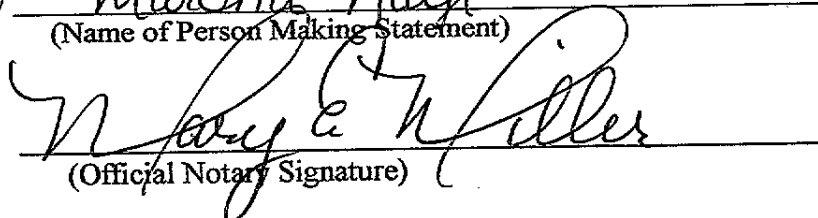
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of October 2000.


Marsha Kaye

STATE OF FLORIDA
COUNTY OF Lake

Sworn to (or affirmed) and subscribed before me this 25th day of October

(Year) 2000 by Marsha Kaye
(Name of Person Making Statement)


(Official Notary Signature)

NOTARY SEAL

Mary E. Miller
(Name of Notary Typed, Printed or Stamped)

MARY E. MILLER
Notary Public, State of Florida
My comm. exp. Apr. 4, 2003
Comm. No. CC823087

Personally known: ✓ or Produced Identification,

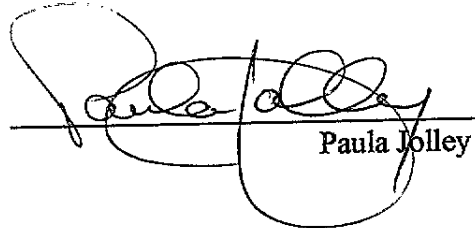
Identification Produced: _____

ACCEPTANCE
BY
REGISTERED AGENT

Paula Jolley, the undersigned, hereby accepts her appointment as Registered Agent for PAWS-A-TIVE PET SITTING, INC. and agrees to serve as such agent at the following address:

Paula Jolley
Best Kept Books
963 W Juniata Street
Clermont, FL 34711

Dated this 25th day of October 2000.


Paula Jolley

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