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June 22, 2001

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: *Incorporation of Purrfect Paws, Inc.*

Dear Sir/Madam:

Enclosed are the fully executed Articles of Incorporation of Purrfect Paws, Inc. Also enclosed is our firm check made payable to the State of Florida in the amount of \$78.75 for filing of the Articles and a certified copy of the same. Please return these documents directly to the incorporator on the Articles of Incorporation.

If you have any questions or need further information, please call.

Very truly yours,



Ellen M. Clark, Legal Asst.

/emc
Enclosures

FILED
01 JUN 27 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH JUN 27 2001

ARTICLES OF INCORPORATION
OF
PURRFECT PAWS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of the Corporation is: PURRFECT PAWS, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

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

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 6499 Barton Creek Circle, Lake Worth, Florida 33463.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6499 Barton Creek Circle, Lake Worth, Florida 33463, and the name of the initial registered agent of this Corporation at that address is MELISSA L. ZIZZO.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial director is:

Melissa L. Zizzo
6499 Barton Creek Circle
Lake Worth, Florida 33463

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

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

Melissa L. Zizzo
6499 Barton Creek Circle
Lake Worth, Florida 33463

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

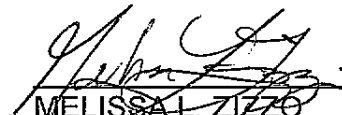
The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of June, 2001.



MELISSA L. ZIZZO

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of June, 2001 by MELISSA L. ZIZZO. She ✓ is personally known to me, or _____ produced _____ as identification.



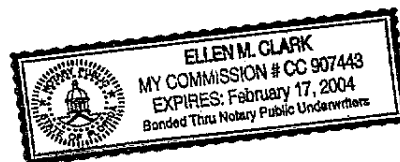
NOTARY PUBLIC, State of Florida

[SEAL]



Printed Name of Notary/Serial Number

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of PURRFECT PAWS, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

June 27, 2001


MELISSA L. ZIZZO

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TALLAHASSEE, FLORIDA