

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Pet Rhino Promotions, Inc.

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-07/02/01-01010-018
*****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 _____

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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 _____
 _____ Vehicle Search _____
 _____ Driving Record _____
 _____ UCC 1 or 3 File _____
 _____ UCC 11 Search _____
 _____ UCC 11 Retrieval _____
 _____ Courier _____

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DIVISION OF CORPORATION

Signature _____

Requested by: KC 7/2
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J. BRYAN JUL - 2 2001

**ARTICLES OF INCORPORATION
OF
Pet Rhino Promotions, Inc.**

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**ARTICLE I
Name**

The name of the corporation is **Pet Rhino Promotions, Inc.**

**ARTICLE II
Nature of Business**

This Corporation's purpose is to develop, sell and execute direct mail promotional campaigns, and to transact any and all lawful activities or business for which corporations may be formed under the laws of the State of Florida, as may be designated by the Board of Directors of the Corporation from time to time.

**ARTICLE III
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to issue or to have outstanding at any time shall be 110,000 shares, of which 100,000 shares shall be common stock, no par value per share, and of which 10,000 shares shall be preferred stock, no par value per share.

The Board of Directors is hereby expressly authorized to issue the common or preferred stock of this Corporation in one or more series or classes as it may determine by resolution from time to time. In the resolution establishing a series or class, the Board of Directors shall give to the series or class a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular.

**ARTICLE IV
Term of Existence**

This corporation is to exist perpetually.

ARTICLE IV
No Cumulative Voting by Shareholders

Cumulative voting shall not be allowed in the election of Directors of this Corporation and every shareholder entitled to vote at such election shall have the right to vote the number of shares owned by him for as many persons as there are Directors to be elected, and for whose election he has a right to vote.

ARTICLE V
Registered and Initial Principal Office and Registered Agent

The registered office and principal office of the Corporation shall be located at 2547 Eagle Crossing Drive, Clearwater, Florida 33762, and the name of the registered agent of the Corporation at such address shall be Joseph W. Kelley.

ARTICLE VI
Directors and Officers

The number of individuals to serve on the Board of Directors shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII
Corporate Opportunity

The Directors, officers and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applied to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's Board of Directors as evidenced by resolutions appearing in this Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the Directors, officers and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The Board of Directors may reject any business opportunity presented to it and thereafter any Director, officer or other member of management may avail himself of such opportunity. Until such time as this Corporation, through its Board of Directors has designated an area of interest, the Directors, officers and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the right of any Director, officer or other member of management of this Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision shall not be construed to release any employee of this Corporation from any duties which he

may have to this Corporation, nor release any employee from any contractual obligations.

ARTICLE IX
Indemnification of Directors, Officers and Others

This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action, suit, or proceeding by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person: 1) did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation and 2) with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

ARTICLE X
Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all right and privileges conferred upon the shareholders, directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by this Corporation pursuant to law.

IN WITNESS WHEREOF, the undersigned, as all of the Incorporators of Global Wellness Solutions, Inc., hereby execute these Articles of Incorporation this 26 day

of June, 2001.

Joseph W. Kelley
Joseph w. Kelley, Incorporator

CONSENT OF REGISTERED AGENT

The undersigned, **Joseph w. Kelley**, hereby acknowledges his consent to the appointment as registered agent for the above named corporation until such time as he resigns such position.

Joseph W. Kelley
Joseph W. Kelley, Registered Agent

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