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January 14, 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 16 PM 3:19

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

Ref: ANIMALS I LOVE, INC.

Dear Sir or Madam:

Enclosed please find an original and one conformed copy of the articles of incorporation for the above referenced not for profit corporation, along with a check for \$78.75 to cover filing and certified copy fees.

Sincerely,



Janelle Matisse Athens

JA:jpl

enc.

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**ARTICLES OF INCORPORATION
OF
ANIMALS I LOVE, INC.**

The undersigned natural person, being of legal age, does hereby subscribe for the purpose of forming and organizing a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and hereby adopts the following Articles of Incorporation covering the existence and organization of this corporation.

ARTICLE I NAME

The name of this corporation shall be ANIMALS I LOVE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 27106 Citrus Avenue, Punta Gorda, Florida 33983.

ARTICLE III NONSTOCK ORGANIZATION

The not for profit corporation shall be upon a nonstock basis and qualification for membership and the manner of admission shall be as regulated by the bylaws.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Janelle Matisse Athens, 3448 Depew Avenue, Port Charlotte, Florida 33952.

ARTICLE V INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is Janelle Matisse Athens, 3448 Depew Avenue, Port Charlotte, Florida 33952

ARTICLE VI INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three directors, and the names and addresses of the first directors of this corporation shall be Lori A. McClelland, 27106 Citrus Avenue, Punta Gorda, Florida 33983; Melvin G. McClelland, 27106 Citrus Avenue, Punta Gorda, Florida 33983; and Angela L. McClelland, 27106 Citrus Avenue, Punta Gorda, Florida 33983.

ARTICLE VII BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors, the number of which will be determined by the initial board of directors as stated in the bylaws of the corporation. Any additional board members will be elected by majority vote of the board at its annual meeting. The Board of Directors shall elect the officers of the corporation, which shall consist of a President, a Vice President, and a Secretary/Treasurer, and such additional officers as the Directors may provide for. The Board of Directors may elect an executive committee and may delegate to it, as well as to the officers of the corporation, such powers as they deem advisable. All such officers shall have such tenure of office, powers and duties as may be prescribed by the bylaws or the Board of Directors by appropriate resolution.

ARTICLE VIII PURPOSE

The purpose for which this corporation is organized can best be summarized from its name, that is, loving animal companions, primarily domestic canines, shall be brought to nursing homes and similar institutions for periodic visits with residents, in pursuit of fostering the natural bonds between humans and dogs so as to promote a natural healing and nurturing process between them.

There are no provisions in these Articles which limit in any manner the corporate powers authorized under this act, except that should this organization seek and obtain tax exempt status, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IX ACTIONS WITHOUT MEETINGS

The Board of Directors may take any action that could be taken at a meeting, without a meeting, provided written consents describing the actions taken are signed by each director or committee member, as provided for in the Florida Not For Profit Corporation Act.

ARTICLE X INDEMNIFICATION

This corporation shall indemnify and save its officers and directors of and from any suits, actions, or judgments arising out of their conduct of the affairs of the corporation, in which any liability shall be alleged or imposed upon any of the corporation's officers or

directors, from any act done by any such officers or directors in behalf of the corporation; and the corporation further shall pay all costs, legal expenses, and any other charges that said officers or directors may incur in the defense of any claim, suit, or action that may be instituted against said officer or director in his or her individual capacity, it being the purpose and intent that the corporation shall save its officers and directors harmless from any action taken by them in its behalf, to the maximum extent indemnification is permitted under the Florida Not For Profit Corporation Act.

ARTICLE XI BYLAWS

The original bylaws of this corporation shall be made, prepared and adopted by the initial Board of Directors; thereafter, the said bylaws may be amended, changed, repealed or enlarged by a majority vote of the Board, in person or by proxy, at any regular meeting of said Board or any special meeting called for such purposes.

ARTICLE XII MEETING LOCATIONS

All meetings of the directors and officers may be held within or without the State of Florida, upon such call and notice as may be prescribed by the bylaws or statutes.

ARTICLE XIII CONFLICTS OF INTEREST

No contract or act of transaction of the corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or officer of the corporation is a party to or interested in such contract or transaction, and each and every director and officer of the company is hereby relieved from any liability that might otherwise

exist from thus contracting with the corporation for the benefit of her/himself, or any firm, association or corporation in which s/he may be anywise interested, provided the fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members, in accordance with the Florida Not For Profit Corporation Act.

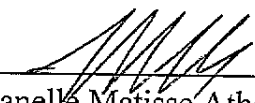
ARTICLE XIV DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE XV DISSOLUTION

Upon dissolution of this not for profit corporation, assets shall be distributed for one or more exempt purposes within the meaning of applicable Internal Revenue Code provisions, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Circuit Court of the county in which the principle office of the not for profit corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

The undersigned incorporator has executed these Articles of Incorporation this 14 day of January, 2001.



Janelle Matisse Athens

ACCEPTANCE BY REGISTERED AGENT

I, Janelle Matisse Athens, whose office is located at 3448 Depew Avenue, Port Charlotte, Florida 33952, having been named as Registered Agent to accept service of process for Animals I Love, Inc., do hereby accept designation as this not for profit corporation's initial Registered Agent. 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.



Janelle Matisse Athens

01/11/02
Date

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