721 First Avenue North St. Petersburg, FL 33701

Leonard S. Englander 1,2 H. James Fischer Terry L. Hirsch William K. Bennett 3 Mark M. Wall Ronald W. Gregory, II

Re:

Post Office Box 1954 St. Petersburg, FL 33731-1954 Phone (727) 898-7210 Fax (727) 898-7218

1 Board Certified Business Litigation Lawyer 2 Also Licensed in Colorado 3 Certified Mediator

February 5, 2002

Corporate Records Bureau Division of Corporations Department of State 409 East Gaines Street Tallahassee, FL 32301

3 Big Dogs Properties, Inc.

VIA AIRBORNE EXPRESS

000004890370--2 -02/07/02--01053--003 *****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$78.75 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please immediately file the original and return to me a certified copy of the same. Thank you.

Sincerely

LEONARD STRUCLANDER

LSE/jdz

Enclosures

PILED

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FILED

ARTICLES OF INCORPORATION

02 FEB -7 PM 2:39

OF

SECRETARILLO STATE 3 BIG DOGS PROPERTIES, INC., a Florida corporation TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is 3 BIG DOGS PROPERTIES, INC. 1.1.

ARTICLE II

Duration

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all 3.1 lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 7500 shares of stock of \$1.00 par 4.1 value common stock.

ARTICLE V

Preemptive Rights

Should the capital stock be increased at any time, the stockholders of each 5.1 class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 721 1st Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation is Leonard S. Englander, Esq.

ARTICLE VII

Principal Office and Mailing Address

7.1 The initial principal office of this corporation is located at 5514 Park Boulevard, Pinellas Park, FL 33781, and the corporation's initial mailing address shall be 5514 Park Boulevard, Pinellas Park, FL 33781.

ARTICLE VIII Initial Board of Directors

- 8.1 This corporation shall have three (3) directors.
- 8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).
 - 8.3 The name and address of the initial directors of this corporation are:

JOHN E. STROSS 430 PARK STREET NORTH ST. PETERSBURG, FL 33710

ROGER B. BRODERICK 5514 PARK BOULEVARD PINELLAS PARK, FL 33781

C. RANDOLPH WEDDING 300 1ST AVENUE SOUTH ST. PETERSBURG, FL 33701

ARTICLE IX

Incorporators

9.1 The name and address of the person signing these Articles as the Corporation's incorporator is:

LEONARD S. ENGLANDER 721 1ST AVENUE NORTH ST. PETERSBURG, FL 33701

ARTICLE X

Indemnification

10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

<u>Amendment</u>

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

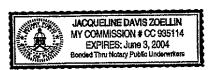
LEONARD S. ENGLANDER
Incorporator

STATE OF FLORIDA \$
COUNTY OF PINELLAS \$

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared LEONARD S. ENGLANDER, who is personally known to me and who did take an oath. LEONARD S. ENGLANDER, who after first being duly sworn, deposes and says that he has read the foregoing Articles of Incorporation of 3 BIG DOGS PROPERTIES, INC., a Florida corporation and the matters and things contained therein are true and

correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

WITNESS my hand and official seal at Pinellas County and State aforesaid, this day of February, 2002.



Notary Public Commission No.

Commission No.

TACQUELINE DAVIS

(Name of Notary typed, printed or

stamped)

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **3 BIG DOGS PROPERTIES. INC.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

LEONARD S. LNC ANDER

STATE OF FLORIDA \$
COUNTY OF PINELLAS \$

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared LEONARD S. ENGLANDER, who is personally known to me and who did take an oath. LEONARD S. ENGLANDER, who after first being duly sworn, deposes and says that he has read the foregoing **Consent of Registered Agent** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

WITNESS my hand and official seal at Pinellas County and State aforesaid, this day of February, 2002.

JACQUIELINE DAVIS ZOELLIN
MY COMMISSION # CC 935114
EXPIRES: June 3, 2004
Bonded Thru Notary Public Underwriters

Notary Public

Commission No.

(Name of Notary typed, printed or

stamped)