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April 9, 2002

REPLY TO:

Merritt Island
Writer's E-Mail Address
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Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

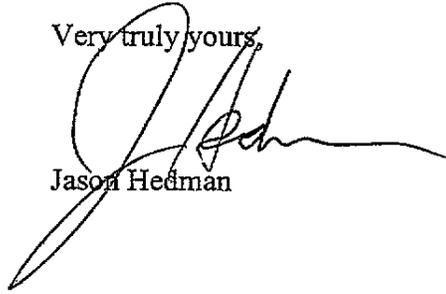
Re: Fanci-Paws of Brevard, Inc.
Our File No. 21232/35795

Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please return the certified copy stamped with the filing information to the undersigned.

Also enclosed is my firm's check in the amount of \$87.50 for the filing and registered agent fees and the certified copy.

Very truly yours,



Jason Hedman

JH:pb

Enclosures

cc: Client
(without enclosures)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE APR 19 2002

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ARTICLES OF INCORPORATION
OF
FANCI-PAWS OF BREVARD, INC.

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TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation ("Corporation") is:

FANCI-PAWS OF BREVARD, INC.

ARTICLE II

This Corporation shall have perpetual existence commencing on the filing of these Articles of Incorporation ("Articles").

ARTICLE III

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

This Corporation is authorized to issue Five Hundred (500) shares of One and No/100 (\$1.00) Dollar par value common stock.

ARTICLE V

The Registered Agent and the street address of the initial registered office and principal office of this Corporation in the State of Florida shall be:

Anthony J. Liquori
4635 Seminole Trail
Merritt Island, Florida 32953

The Board of Directors ("Board") from time-to-time may move the Registered Office to any address in the State of Florida.

ARTICLE VI

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time-to-time by the bylaws ("Bylaws"), but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Anthony J. Liquori
4635 Seminole Trail
Merritt Island, Florida 32953

Wendy Ann Liquori
4635 Seminole Trail
Merritt Island, Florida 32953

ARTICLE VII

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

Anthony J. Liquori
4635 Seminole Trail
Merritt Island, Florida 32953

ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of this Corporation and creating, dividing, limiting and regulating the powers of this Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles, to-wit:

A. The Board from time-to-time shall determine whether and to what extent, and at which time and place, and under what conditions and regulations, the accounts and books

of this Corporation, or any of them, shall be open to the inspection of the Shareholders, and no Shareholder shall have any right to inspect any account or document of this Corporation, except as conferred by a statute or authorized by the Board or by resolution of the Shareholders.

B. No person shall be required to own, hold or control stock in this Corporation as a condition precedent to holding an office in this Corporation.

C. The Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issue of new certificates therefor.

D. No contract or other transaction between this Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors is or are interested in, or is a Director or officer ("Officer"), or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of this Corporation, or in which this Corporation is interested, and each and every person who may become a Director is hereby relieved from any liability that might otherwise exist from his contracting with this Corporation for the benefit of himself/herself or any firm, association or corporation in which he/she may be in anywise interested. Any Director may vote upon any contract or other transaction between this Corporation and any subsidiary or controlled company without regard to the fact that he/she also is a director of such subsidiary or controlled company.

ARTICLE IX

A. Any person who is serving or has served as a Director or Officer of this Corporation or of any wholly-owned subsidiary hereof, or other corporation at the request of this Corporation, and the respective heirs or personal representatives of each of them, shall be indemnified by this Corporation against expenses, judgments, decrees, fines, penalties or amounts paid in settlement thereof in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which such person is or may be made a party by reason of being or having been such Director or Officer; provided that, in the event any claim for reimbursement or indemnification hereunder is based upon a settlement, the reimbursement or indemnification herein provided shall only apply if the Board approves such settlement as being in the best interest of this Corporation, and provided further that the Directors, acting at a meeting at which a quorum consisting of Directors who are not parties to or threatened with any such action, suit or proceeding, is present, determine that such Director or Officer:

1. Was not and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his/her duties to this Corporation of which he/she is a Director or Officer; and

2. Acted in good faith in what he/she reasonably believed to be the best interest of such Corporation; and

3. In any matter where such Director was the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that his/her conduct was unlawful.

B. Any Director who is a party to or threatened with any such action, suit or proceeding shall not be qualified to vote on such determination and, if, for this reason, a quorum of the Directors cannot be obtained, such determination shall be made by three (3) arbitrators who shall be selected by all of the Officers and Directors who are not parties to or threatened with any such action, suit or proceeding. If there are no Officers or Directors qualified to make such selection, the selection shall be made by the American Arbitration Association in accordance with its rules. Such indemnification shall not be deemed exclusive of any other right to which such Director or Officer may be entitled under the Articles, Bylaws, regulations or any agreement or policy of insurance purchased by this Corporation.

C. This Corporation will indemnify and save harmless any Officer, Director or employee who may, from time-to-time at the request of this Corporation, act as a guarantor or co-maker of any promissory note or surety bond written for the benefit of this Corporation. The indemnification by this Corporation will include all out-of-pocket costs properly substantiated, including reasonable attorneys' fees, as may be incurred by such party as an incident to his/her acting as such guarantor, surety or co-maker.

D. The Board may secure and maintain such policies of insurance as it may consider appropriate to insure any person, who is serving or has served as a Director or Officer of the Corporation or any of its subsidiaries, against liability and expense arising out of any claim or breach of duty, error, misstatement, misleading statement, omission or other act done or attempted solely by reason of their being such Officer or Director.

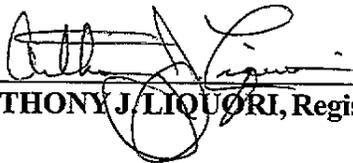
ARTICLE X

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


ANTHONY J. LIQUORI, Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of ^{April} ~~March~~, 2002.


ANTHONY J. LIQUORI, Incorporator

STATE OF FLORIDA :
COUNTY OF BREVARD :

The foregoing instrument was acknowledged before me this 4th day of ^{April} ~~March~~, 2002, by ANTHONY J. LIQUORI, who is personally known to me or has produced His driver's license as identification and who did not take an oath.


Notary Public, State of Florida at Large

PENNY W. BELL
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD013827
EXPIRES 4/1/2005
BONDED THRU 1-888-NOTARY1