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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

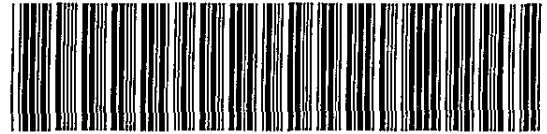
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
FALL RIVER, MA 01903
03 MAR 19 PM 1:29

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3/24

Robert A. Hawthorne
3522 SE 5th Place
Cape Coral, Florida 33904

March 8, 2003

Re: A-Barking-Lot, Inc

Dear Corporation Division:

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A money order in the amount of **\$87.50** is enclosed for the **Filing Fee and a Certified Copy.**

Please send responses or receipts concerning this filing to the above address.

Thank you very much,



Robert A. Hawthorne
Incorporator

Telephone: (239) 910 - 0409

ARTICLES OF INCORPORATION
OF

A-Barking-Lot, Inc

03 MAR 19 01 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned Incorporator submits these Articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE 1. The name of the Corporation is:

A-Barking-Lot.Inc

ARTICLE 2. The principal place of business and mailing address of this corporation is:

Office Address:

560 Pine Island Rd. Unit 6
N. Ft. Myers, FL 33903

Mailing Address:

560 Pine Island Rd. Unit 6
N. Ft. Myers, FL 33903

ARTICLE 3. The corporation is a service organization, organized for the purpose of providing grooming care to domestic animals for the general public.

ARTICLE 4. The corporation is authorized to issue one class of stock, that being 5000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE 5. The name and address of the corporation's initial registered agent is:

**Corleen M. Elliott
1916 N.E. 1st Ave
Cape Coral, FL 33909**

ARTICLE 6. The name and street address of the incorporator of this corporation is:

**Robert A. Hawthorne
3522 SE 5th Place
Cape Coral, Florida 33904**

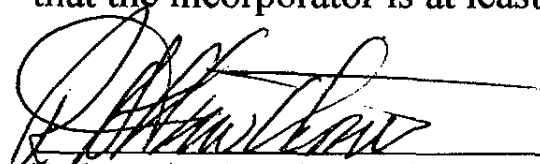
ARTICLE 7. The corporation shall have one director initially. The number may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is:

**Corleen M. Elliott
1916 N.E. 1st Ave
Cape Coral, FL 33909**

ARTICLE 8. No director shall be held liable to the corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct or illegal actions.

ARTICLE 9. The initial officers of this corporation shall be President, Vice-President, Secretary and Treasurer.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen (18) years of age.



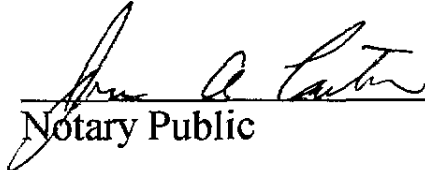
Robert A. Hawthorne, Incorporator

Date: 3-10-03

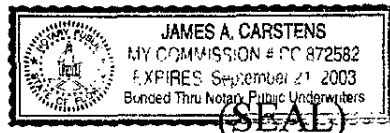
STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared Robert A. Hawthorne, to me known to be the person described as subscriber in **A-Barking-Lot, Inc.** and who executed the foregoing Articles of Incorporation, who produced Florida Drivers License No.: H 36576136-050-0 and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 10 day of March, 2003.



Notary Public



CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

03 MAR 19 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607, 0501 of the Florida Business Corporation Act, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida:

A-Barking-Lot, Inc.

The name and address of the corporation's registered agent and registered office is:

**Corleen M. Elliott
1916 N.E. 1st Ave
Cape Coral, FL 33909**

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.

Corleen M Elliott
Corleen M. Elliott, Registered Agent

Date of Signature: 3-10-03