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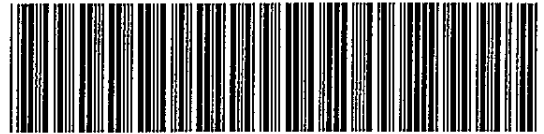
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PETS IN PARADISE RESORT & HOTEL, INC.
5109 W. Lutz Lake Fern Road
Lutz, Florida 33558

June 03, 2003

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

Subject: Pets in Paradise Resort & Hotel, Inc.

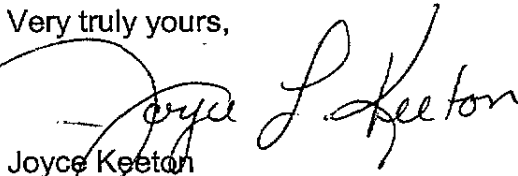
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of Pets in Paradise Resort & Hotel, Inc. Also enclosed is a check in the amount of \$78.75 which represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and fee for the Registered Agent Designation for the above named corporation.

Please return my certified copy to the following address:

Pets in Paradise Resort & Hotel, Inc.
5109 W. Lutz Lake Fern Road
Lutz, Florida 33558

Very truly yours,


Joyce Keeton
President

ARTICLES OF INCORPORATION

of

PETS IN PARADISE RESORT & HOTEL, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be

PETS IN PARADISE RESORT & HOTEL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5109 W. Lutz Lake Fern Road
Lutz, Florida 33558

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one (\$1.00) par value Common Stock, which shall be designated "common shares".

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ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Joyce Keeton
5109 W. Lutz Lake Fern Road
Lutz, Florida 33558

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) which shall constitute a quorum. The name of the initial directors of the corporation are as follows:

Joyce Keeton
5109 W. Lutz Lake Fern Road
Lutz, Florida 33558

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is as follows:

Joyce Keeton
5109 W. Lutz Lake Fern Road
Lutz, Florida 33558

ARTICLE IX - EFFECTIVE DATE

The effective date of this corporation shall be:

Filing Date of Articles of Incorporation

The undersigned has executed these articles of incorporation this 03rd day of June, 2003.


Joyce Keeton

President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

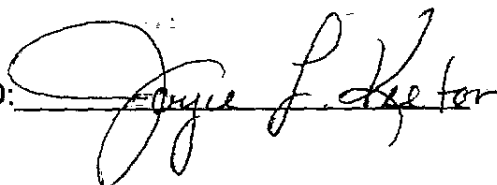
Pets in Paradise Resort & Hotel, Inc.

2. The name and address of the registered agent and office is:

Joyce Keeton
5109 W. Lutz Lake Fern Road
Lutz, Florida 33558

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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.

SIGNED: _____



DATE: _____

6-4-03

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