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JO CLAIRE SPEAR, P.A.

(727) 576-6407

p. 1

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Florida Department of State

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From:

Account Name : JO CLAIRE SPEAR, P.A.
Account Number : I20000000042
Phone : (727) 576-6400
Fax Number : (727) 576-6407

FLORIDA PROFIT CORPORATION OR P.A.

DOGWATER FRANCHISE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-1-03
[Signature]

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10-1-03

ARTICLES OF INCORPORATION
OF
DOGWATER FRANCHISE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby agrees to the following:

ARTICLE I

CORPORATE NAME

The name of this Corporation is DOGWATER FRANCHISE, INC. (hereinafter referred to as the "Corporation").

ARTICLE II

INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS

The initial principal office and mailing address of the Corporation is 2506 Countryside Blvd., Clearwater, FL 33763.

ARTICLE III

COMMENCEMENT DATE AND DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida, commencing as of October 1, 2003.

ARTICLE IV

POWERS AND NATURE OF BUSINESS

This Corporation is entitled to conduct any and all business activities permitted by the laws of the State of Florida.

Audit # H03000286661 1

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act, and otherwise have and exercise all powers, rights, and privileges necessary, suitable, convenient, or proper for the accomplishment of any of the purposes, or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named, or for the enhancement of the value of any property of the Corporation or which at any time appear conducive thereto or expedient.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common voting stock having a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation is John Drozdyk, and the street address of the initial registered office of the Corporation is 116 Phillips Way, Palm Harbor, Florida 34683.

ARTICLE VII

DIRECTORS

A Board of Directors shall manage the business and affairs of the Corporation. The members of the Board of Directors shall hereinafter be referred to as Directors. Directors shall be elected and shall hold office as provided in the Bylaws.

This Corporation shall have two (2) Directors initially. The names and addresses of the initial members of the Board of Directors of this Corporation are as follows:

John Drozdyk
116 Phillips Way
Palm Harbor, FL 34683

Lee Michaud
2506 Countryside Blvd.
Clearwater, FL 33763

Audit # H03000286661 1

Audit # H03000286661 1

The number of Directors shall be as provided in the Bylaws of the Corporation, but shall never be less than one (1).

ARTICLE VIII

OFFICERS

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers, assistant officers, and agents as the Directors deem necessary. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

The names, addresses, and titles of the initial officers of this Corporation are as follows:

John Drozdyk
116 Phillips Way
Palm Harbor, FL 34683

President, Vice President, Secretary and Treasurer

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The Board of Directors may amend these Articles of Incorporation, without action of the shareholders, for matters specified under Section 607.1022 of the Florida Statutes; otherwise, the Board of Directors and the shareholders may amend these Articles as provided by law. If no shares have been issued, the Board of Directors or the Incorporators have the power to amend these Articles of Incorporation as provided by Section 607.1005 of the Florida Statutes.

Following the filing of these Articles of Incorporation, the Board of Directors, by appropriate action, shall adopt initial Bylaws for the Corporation. The Board of Directors or the shareholders may adopt, alter, amend or repeal the Bylaws of the Corporation in accordance with the provisions of the Bylaws. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

Audit # H03000286661 1

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P. 5

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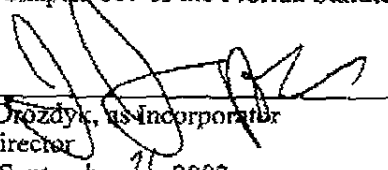
ARTICLE X

INCORPORATORS

The name and address of the person signing these Articles, as incorporators, is as follows:

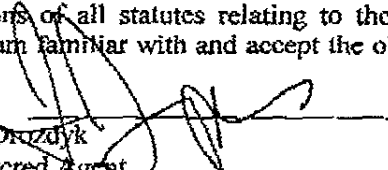
John Drozdyk
116 Phillips Way
Palm Harbor, FL 34683

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, as Incorporators and Directors, for the purpose of forming DOGWATER FRANCHISE, INC. as a corporation under Chapter 607 of the Florida Statutes.


John Drozdyk, as Incorporator
and Director
Date: September 26, 2003

CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, 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.


John Drozdyk
Registered Agent
Date: September 26, 2003

Audit # H03000286661 1