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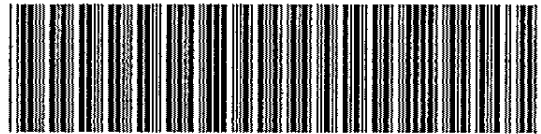
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TALLAHASSEE, FLORIDA

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11/10/04



LAW OFFICES OF JUSTIN G. JOSEPH, P.A.
ATTORNEYS AT LAW

Justin G. Joseph
Christopher S. Kuhn
Michael J. Brannigan
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1266 S. Pinellas Avenue
Tarpon Springs, FL 34689
Tel: 727-938-2227
Fax: 727-938-8447

November 1, 2004

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

Re: Pets At Peace, Inc.

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for Pets At Peace, Inc.

Additionally, I am enclosing our firm check in the amount of \$70 to cover the following itemized expenses:

Filing Fees	\$ 35.00
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL	\$ 70.00

Thank you for your assistance in this matter.

Very truly yours,


Karen H. Midkiff

KHM
Enclosure(s)

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PETS AT PEACE, INC.

The undersigned RUSSELL T. KELLY, does hereby make, subscribe, acknowledge and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be PETS AT PEACE, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation is organized for the purpose of rendering end of life services for pets and any other legal purposes, with its principal place of business at 602 Riverside Drive, Tarpon Springs, FL 34689, and mailing address shall be the same.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Hundred (100) shares of common stock with par value of One Dollar (\$1.00).

The initial shareholder and amount of shares owned is as follows:

Fifty Percent (50%) of common stock to RUSSELL T. KELLY; and

Fifty Percent (50%) of common stock to TERRI P. KELLY.

The 100 shares held by the initial stockholders as listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 602 Riverside Drive, Tarpon Springs, FL 34689, and the name of the initial registered agent of this corporation at that address is RUSSELL T. KELLY.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII

OFFICERS OF THE CORPORATION

The President and Treasurer of the corporation shall be RUSSELL T. KELLY. The Vice President and Secretary of the Corporation shall be TERRI P. KELLY.

ARTICLE VIII

INCORPORATORS

The name and address of the initial incorporator to these Articles of Incorporation are:

Russell T. Kelly
RUSSELL T. KELLY

602 Riverside Drive
Tarpon Springs, FL 34689

STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 29 day of October, 2004, RUSSELL T. KELLY, who is personally known to me or who has produced () a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; () a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; () a U.S. Military I.D.; () a Canadian or Mexican Driver's License issued by an official agency; () for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did) (did not) take an oath.

Justin G. Joseph
Name:
Notary Public State of Florida
Commission No.:



Justin G. Joseph
MY COMMISSION # CC994937 EXPIRES
February 9, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

PETS AT PEACE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tarpon Springs, State of Florida, has named RUSSELL T. KELLY, located at 602 Riverside Drive, Tarpon Springs, FL 34689, as its agent to accept service of process within Florida.

SIGNATURE: Russell T. Kelly

TITLE: INCORPORATOR

DATE: 10-29-04

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Russell T. Kelly
RUSSELL T. KELLY

10-29-04
Date

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CLERK OF STATE
TALLAHASSEE, FLORIDA