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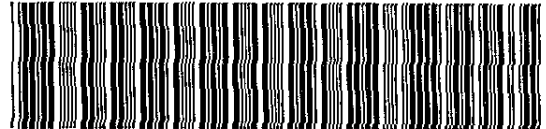
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APPROVED
AND
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05 JUN -3 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



BARKER & BARKER, P.A.

ATTORNEYS AT LAW

May 31, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Creature Comforts Pet Resort, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation of Creature Comforts Pet Resort, Inc., along with this firm's check in the amount of \$93.50 representing filing fee (\$35.00), certified copy (8.50), and Registered Agent Designation (\$50.00) and a return envelope.

Please file the articles and return a certified copy to me. Do not hesitate to call me if you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read 'C. A. (Kim) White', with a stylized flourish at the end.

C. A. (Kim) White
Legal Assistant

Enclosures as stated.

cc: John W. Wright

APPROVED
AND
FILED

05 JUN -3 PM 3: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CREATURE COMFORTS PET RESORT, INC.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is: **CREATURE COMFORTS PET RESORT, INC.**

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The initial street address of the principal office and the mailing address of this Corporation is: located in Duval County at 5534 Park Street, Jacksonville, Florida 32205. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The Corporation may engage in any activity legal under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE VI. PREEMPTIVE RIGHTS.

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**Barker & Barker, P.A.
4244 St. Johns Avenue
Jacksonville, Florida 32210**

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VIII. DIRECTORS.

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. The names of the initial Director of this Corporation and his street address is:

**John W. Wright
5534 Park Street
Jacksonville, Florida 32205**

The person named as initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

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

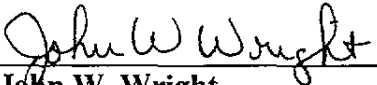
**John W. Wright
5534 Park Street
Jacksonville, Florida 32205**

ARTICLE X. SECTION 1244 STOCK.

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI. AMENDMENT.

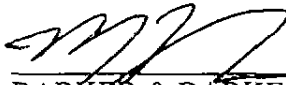
These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.



John W. Wright
Incorporator

REGISTERED AGENT'S ACCEPTANCE.

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Creature Comforts Pet Resort, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.



BARKER & BARKER, P.A.
By: Michael J. Barker, Esq.
Registered Agent