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JULY 7, 2005

DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

RE: ARTICLES OF INCORPORATION OF PETSPA GROOMING & BOUTIQUE, INC.

DEAR SIRs:

PLEASE FIND ENCLOSED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION  
ALONG WITH A CHECK FOR \$78.75 FOR FILING FEES AND A CERTIFIED COPY. PLEASE MAIL THE  
CERTIFIED COPY TO THE ABOVE ADDRESS.

SINCERELY,

CHRISTOPHER DESANTIS

FILED

05 JUL 18 PM 4:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PETS PA GROOMING & BOUTIQUE, INC.

The undersigned natural person(s), each of whom is competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is PetSpa Grooming and Boutique, Inc.

ARTICLE II: DURATION

The corporation shall have a perpetual existence commencing with the filing of these articles of incorporation.

ARTICLE III: PURPOSE

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

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class and shall have a par value of \$1.00.

ARTICLE V: REGISTERED AGENT

The name of the initial registered agent is Dr. Enrique Borrego, 501 Port St. Lucie Blvd., Port St. Lucie, Florida 34953.

ARTICLE VI: ADDRESS OF PRINCIPAL OFFICE AND REGISTERED OFFICE

The street address of the principal office of the corporation, its mailing address and the address of the initial registered office is 501 Port St. Lucie Blvd., Port St. Lucie, FL 34953.

ARTICLE VII: BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) members. The number of directors may be increased or decreased from time to time as provided in the corporation's bylaws. The following is a list of the name and address of each member of the initial Board of Directors of the corporation:

Name

Address

Dr. Enrique Borrego, D.V.M.

501 SW. Port St. Lucie Blvd., Port St. Lucie, Florida 34953

ARTICLE VIII: INCORPORATORS

The name and address of each incorporator of this corporation is:

Name

Address

Dr. Enrique Borrego, D.V.M.

501 SW. Port St. Lucie Blvd., Port St. Lucie, Florida 34953

ARTICLE IX: AMENDMENTS

These articles of incorporation may be amended by a resolution adopted by a vote by two-thirds of the full Board of Directors, and as otherwise provide by law.

ARTICLE X: INDEMNIFICATION

This corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

ARTICLE XI: PRE-EMPTIVE RIGHTS

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

In Witness Whereof, each undersigned subscriber / incorporator has executed these articles of incorporation on July 7, 2005.

\_\_\_\_\_  
Dr. Enrique Borrego, D.V.M., Incorporator  
501 S.W. Port St. Lucie Blvd.  
Port St. Lucie, Florida 34953

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties , obligations and responsibilities as registered agent for said corporation.



Dr. Enrique Borrego, D.V.M., Registered Agent  
50 S.W. Port St. Lucie Blvd.  
Port St. Lucie, Florida 34953

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

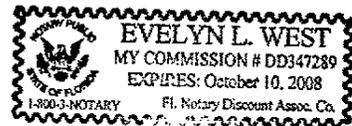
Before me on July 7, 2005 personally appeared Dr. Enrique Borrego, D.V.M. the incorporator and registered agent of PetSpa Grooming and Boutique, Inc. who is either personally known to or who produced a current Florida driver's license as identification. He did not take an oath.



NOTARY PUBLIC

MY COMMISSION EXPIRES: Oct 10, 2008

Serial/Commission No. \_\_\_\_\_



05 JUL 18 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED