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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Doggie Day Care and Spa of Naples, Inc.

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**ARTICLES OF INCORPORATION
OF
DOGGIE DAY CARE AND SPA OF NAPLES, INC.**

In compliance with the requirements of Chapters 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a Florida business corporation.

**ARTICLE I
Name**

The name of the Corporation shall be DOGGIE DAY CARE AND SPA OF NAPLES, INC.

**ARTICLE II
Purpose**

The Corporation shall have the power to engage in any lawful business.

**ARTICLE III
Effective Date**

These Articles of Incorporation shall be effective on March 31, 2006.

**ARTICLE IV
Principal Office**

The principal place of business and mailing address of this Corporation shall be 1395 Panther Lane, Suite 300, Naples, Florida, 34109.

**ARTICLE V
Shares**

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 1000 shares of Common Stock. Common shares shall be the only class of shares which the Corporation shall have authority to issue.

**ARTICLE VI
Registered Agent**

The registered agent of the Corporation is Naples-Lawdocks, Inc. The street address of the Corporation's registered office is 1395 Panther Lane, Suite 300, Naples, Florida 34109.

**ARTICLE VII
Incorporator**

The name and address of the incorporator to these Articles of Incorporation is Frank J. Campoamor, Esquire, 1395 Panther Lane, Suite 300, Naples, Florida 34109.
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ARTICLE VIII
Officers

The affairs of the Corporation shall be administered by the officers as designated in the Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Title</u>	<u>Name</u>	<u>Address As to all Officers</u>
PRESIDENT:	Heather L. Campoamor	1395 Panther Lane, Ste. 300
VICE PRESIDENT:	Frank J. Campoamor	Naples, FL 34109
TREASURER:	Heather L. Campoamor	
SECRETARY:	Frank J. Campoamor	

ARTICLE IX
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

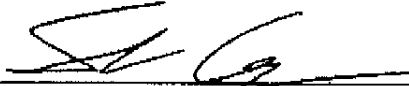
ARTICLE X
Amendment of Bylaws

The Bylaws of the Corporation may be amended by majority vote of either the Directors or the Shareholders. Directors shall be appointed as outlined in the Bylaws.

ARTICLE XI
S Corporation

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code. The Corporation shall authorize and issue only one class of stock. No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxes as a S Corporation. All issued shares, excluding treasury shares, and all issued securities evidencing the right to acquire shares of the Corporation shall be held of record by no more than seventy-five (75) person in aggregate.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of April, 2006.



Frank J. Campoamor, Esquire
As Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is DOGGIE DAY CARE AND SPA OF NAPLES, INC.
2. The name and address of the registered agent and office are as follows:

Naples-Lawdock, Inc.
1395 Panther Lane, Suite 300
Naples, Florida 34109

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept on behalf of Naples-Lawdock, Inc., the appointment as registered agent for Doggie Day Care and Spa of Naples, Inc., and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of the position as registered agent.

Dated: April 6, 2006.

NAPLES-LAWDOCK, INC., a Florida
Corporation

By: 

Susan Kubar, as Vice President