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(Requestor's Name)

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(City/State/Zip/Phone #)

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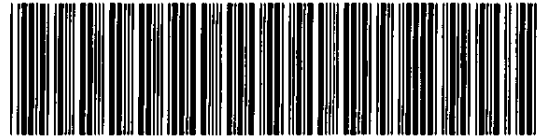
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6/23/06  
SP4

**Paws-N-Play, Inc.**

**1233 Pristine Place  
Lutz, Florida 33549**

June 19, 2006

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

Re: Incorporation of Paws-N-Play, Inc.

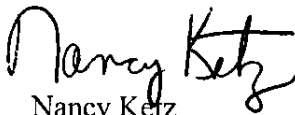
Division of Corporations:

I would like to incorporate Paws-N-Play, Inc. Enclosed please find two copies of the Articles of Incorporation for Paws-N-Play, Inc. I have also enclosed a check in the amount of \$70.00 to cover the incorporation fee.

Please forward one approved copy of the Articles of Incorporation to me at the address shown above.

Thank you very much.

Sincerely,  
PAWS-N-PLAY, INC.

  
Nancy Ketz  
President

**Articles of Incorporation  
of  
Paws-N-Play, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the state of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

**Article I**

Name

The name of this Corporation shall be:

Paws-N-Play, Inc.

With its principal office and mailing address at 1233 Pristine Place, Lutz, Florida 33549.

**Article II**

Existence of Corporation

The Articles of Incorporation of this Corporation shall have perpetual existence.

**Article III**

Purpose

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the state of Florida.

**Article IV**

General Powers

The Corporation shall have power:

- 1) To sue, complain, and defend in its corporate name.

- 2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.
- 3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.
- 4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- 5) To lend money to and use its credit to assist its officers and employees in accordance with section 607.0833, Florida Statutes.
- 6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.
- 7) To make contracts and guarantees, incur liabilities, borrow money, and issue its notes, bonds, and other obligations.
- 8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.
- 9) To conduct its business, locate offices, and exercise the powers granted by law within or without this state
- 10) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the state of Florida, for managing the business and regulating the affairs of the Corporation.
- 11) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- 12) To pay pensions and establish pensions plans, pension trusts, profit-sharing plans, share bonus plans, share options plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents.
- 13) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

## **Article V**

### **Common Stock**

The total number of shares of common stock authorized to be issued by the Corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for.

## **Article VI**

### **Registered Office and Registered Agent**

The street address of the Corporation's initial registered office is 1233 Pristine Place, Lutz, Florida 33549. The name of the Corporation's initial registered agent at such address is Nancy Ketz. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the state of Florida a statement complying with Section 607.0502, Florida Statutes.

## **Article VII**

### **Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be three (3). The name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Nancy Ketz	1233 Pristine Place Lutz, Florida 33549
William Ketz	1233 Pristine Place Lutz, Florida 33549
Christy Ketz	1233 Pristine Place Lutz, Florida 33549

## Article VIII

### Incorporator

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Nancy Ketz	1233 Pristine Place Lutz, Florida 33549

## Article IX

### Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

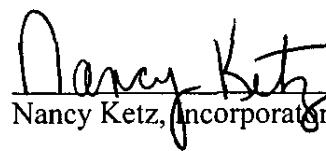
  
Nancy Ketz, Incorporator

**Certificate Designating Place of Business or Domicile  
For the Service of Process Within Florida,  
Naming Agent Upon Whom Process May be Served**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, Paws-N-Play, Inc., organized under the laws of the state of Florida, submits the following statement in designating the registered agent and registered office in the state of Florida.

The name and address of the registered agent and office is:

Nancy Ketz  
1233 Pristine Place  
Lutz, Florida 33549

  
Nancy Ketz, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree 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.

  
Nancy Ketz, Registered Agent