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FLORIDA PROFIT/NON PROFIT CORPORATION**MARSHA'S DOG DAYS SPA & CATS TOO, INC.**

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARSHA'S DOG DAYS SPA & CATS TOO, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation (hereinafter called the Corporation) is Marsha's Dog Days Spa & Cats Too, Inc. The business address of the corporation is 916 N.E. 14 Street, Homestead, Florida 33030.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to be issued is One Hundred (100). Such shares shall be of a single class (capital stock), shall be \$1.00 per share par value, and shall be known as Section 1244 Stock as such stock term is defined in the Internal Revenue Service.

ARTICLE V

Each share of the Corporation shall entitle the holder thereof to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase or otherwise acquire any shares of the same class of the Corporation or any equity and/or voting shares of any class of the Corporation which the Corporation proposes to issue or any rights or options the Corporation purposes to grant for the purchase of shares of the same class of the Corporation or of equity and/or voting shares of any class of the Corporation or for the purpose of any shares, bonds, securities or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of the same class of the Corporation or equity and/or voting shares of any class of the Corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the Corporation may be

issued, reissued, transferred, or granted by the board of Directors, as the case may be, to such persons, firms, corporations, and associations and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity share" and "voting share" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

ARTICLE VI

The address of the initial registered office of the Corporation in the State of Florida is: 7103 S.W. 102 Avenue, Suite A, Miami, Florida 33173 in the County of Miami-Dade and the name of the initial registered agent of the Corporation at such address is Deborah R. Waks, Esquire.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation is one (1).

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation and the principal place of business are as follows:

<u>NAME/TITLE</u>	<u>ADDRESS</u>
Marsha Murdock	916 N.E. 14 Street Homestead, Florida 33030

ARTICLE VIII

The name and address of each incorporator and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
Marsha Murdock	916 N.E. 14 Street Homestead, Fla. 33030	100

ARTICLE IX

The Corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

4th EXECUTED by the undersigned at Miami, Miami-Dade County, Florida this day of March, 2008.

Marsha Murdock (SEAL)
Marsha Murdock

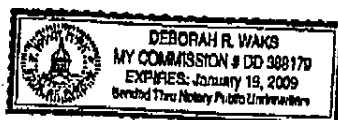
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority the foregoing instrument was acknowledged by Marsha Murdock, who is personally known to me or who produced FL D.L. as identification and who did take an oath.

WITNESS my hand and official seal this 4th day of March, 2008

Deborah R. Waks
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission expires:



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

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

First-That Marsha's Dog Days Spa & Cats Too, Inc. desiring to organize or
qualify under the laws of the State of Florida with its principal place of business, as
indicated in the Articles of Incorporation at City of Homestead, County of Miami-Dade,
State of Florida, has named Deborah R. Waks, Esquire located at 7103 S.W. 102
Avenue, Suite A, Miami, Florida 33173, County of Miami-Dade, State of Florida, as its
agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

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 agree to comply with the provisions of all statutes relative to the proper
and complete performance of my duties.

BY


Deborah R. Waks, Esquire
Resident Agent

DATE 3/4/08

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