

ATTORNEYS AND COUNSELLORS AT LAW
 100 BROADWAY, NEW YORK
 100 BROADWAY, NEW YORK
 100 BROADWAY, NEW YORK

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

1/8/75
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ARTICLES OF INCORPORATION
OF
LOXAHATCHEE ANIMAL DISPOSAL, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation for profit under the provisions of the Florida General Corporation Act and other laws of the State of Florida and adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The corporation's name shall be LOXAHATCHEE ANIMAL DISPOSAL, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted and purposes for which the corporation is organized shall be:

A. To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisors, independent contractors, or otherwise, a general animal disposal business relating to the disposal of horses and any other kind of animals; to purchase and maintain the necessary equipment, vehicles and other property, real or personal, to carry on all activities related to animal disposal; to maintain executive and other operating personnel for the purpose of advising and assisting others in all matters relating to the operation of animal disposal businesses of any kind; to buy and sell on its own behalf in connection with the operation, management

and development of any animal disposal business(es), projects or developments; and to do all things which are necessary and incident to the foregoing.

B. To do anything necessary and proper for the accomplishment or furtherance of any of the corporation's purposes or objects enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such corporation's purposes or objects.

C. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that the corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than One Thousand (\$1,000) dollars.

ARTICLE V - TERM OF EXISTENCE

The corporate existence commences as of the date and time these Articles of Incorporation have been duly filed with the Secretary of State in accordance with the Florida Corporation Act.

The corporation shall thereafter exist perpetually unless dissolved according to law.

ARTICLE VI - ADDRESS OF CORPORATION AND REGISTERED AGENT

The initial street and mailing address of the corporation's principal office shall be 147 Bilbao Street, Royal Palm Beach, Florida 33470. The street and mailing address of the corporation's initial registered office in the State of Florida will be 147 Bilbao Street, Royal Palm Beach, Florida 33470.

ARTICLE VII - REGISTERED AGENT

The name of the corporation's initial registered agent is RODNEY J. LOWMAN.

ARTICLE VIII - BOARD OF DIRECTORS

A. The corporation's initial Board of Directors shall consist of one member:

RODNEY J. LOWMAN President

B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

C. The name and mailing address of the initial member of the Board of Directors who shall serve until the first annual meeting of stockholders and their successors shall have been elected and qualified is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
RODNEY J. LOWMAN	147 Bilbao Street Royal Palm Beach, Florida 33470

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any stockholders' annual or special meeting for any cause deemed sufficient by such stockholders.

ARTICLE IX - INCORPORATOR TO ARTICLES

The following is the name and mailing address of the sole incorporator to these Articles of Incorporation:

<u>NAME</u>	<u>MAILING ADDRESS</u>
RODNEY J. LOWMAN	147 Bilbao Street Royal Palm Beach, Florida 33470

ARTICLE X - BY LAWS

The corporation's stockholders shall have the sole power to adopt, amend or repeal By-Laws for the corporation's management, and the duties of the corporate officers shall be as prescribed by such By-Laws.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all of the following powers:

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by (i) any such stockholder who should desire to sell, transfer or otherwise dispose of his or her shares, or (ii) any stockholder who dies; provided, however, the corporation's capital shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) a Section 401(k) plan, (7) a medical reimbursement or other medical insurance plan, (8) a disability plan, or (9) any other retirement or incentive compensation plan.

D. Whenever the corporation is engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of depletion or similar reserves at the discretion of the Board of Directors, all in conformity with

the provisions of the Florida General Corporation Act.

E. This corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XII - RATIFICATION OF PROMOTER'S ACTIONS

AND ADOPTION OF CONTRACTS

This corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. This corporation further ratifies all acts of the hereinbefore mentioned incorporator performed prior to the effective date of these Articles of Incorporation and done on the corporation's behalf. The corporation further authorizes its Directors to assume all expenses made on the corporation's behalf prior to its existence for any and all expenses incurred in the corporation's organization

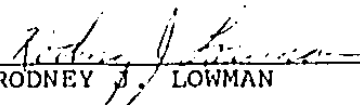
and formation.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by holders of sixty percent (60%) of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

21 day of January, 1995.



RODNEY J. LOWMAN

STATE OF FLORIDA)
) BB.
COUNTY OF PALM BEACH)

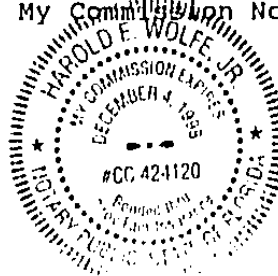
BEFORE ME personally RODNEY J. LOWMAN, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced driver's license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of

January, 1995.

HAROLD E. WOLFE, JR.
Notary Public
State of Florida at Large
My Commission No. is:

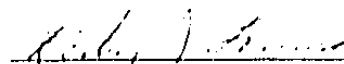
My Commission Expires:



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

That LOXAHATCHEE ANIMAL DISPOSAL, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Loxahatchee, State of Florida, has named RODNEY J. LOWMAN, located at 147 Bilbao Street, City of West Palm Beach, State of Florida, as its agent to accept service of process.




RODNEY J. LOWMAN
Its President

Date: _____

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on whom process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



RODNEY J. LOWMAN

Date: _____

LAW OFFICES
COBB COLE & BELL
130 MAGNOLIA AVENUE
POST OFFICE BOX 2491
DAYTONA BEACH, FLORIDA 32115-2491
TELEPHONE (904) 255-0171
ORLAND (904) 736-7700

TELECOMPER (904) 255-7003
FAX (904) 255-0171

June 2, 1997

THOMAS T. COBB
W. WARREN COLE, JR.
SAMUEL P. BELL III
JAY D. BOND, JR.
JOHNATHAN D. KANEY, JR.
J. LESTER KANEY
JAMES M. BARCLAY
C. ALLEN WATTS
LARRY D. MARSH
KEVIN A. CROWLEY
THOMAS S. HART
THEODORE E. MACK
JANET S. MARTINEZ
SCOTT W. DICKSON
ROBERT A. MERRILL III
CAROL A. FORTSMAN
GARY L. BUTLER
WILLIAM H. JONES III
STEVEN M. MALONE
BRUCE A. HANNA
ROBERT W. LOYD
JOHN P. FERNUSON
JOHNATHAN D. KANEY III
WILLIAM R. LOWMAN, JR.
DOUGLAS S. BELL
LEONARD MANNACIO III
DAVID B. LOTZ

OF COUNSEL
PHILIP H. ELLIOTT, JR.
BARBARA J. STANOS
DONALD A. RETT

TALLAHASSEE
131 N. GADSDEN STREET
TALLAHASSEE, FLORIDA 32301
(904) 681-3233
TELECOMPER (904) 681-3241

Direct Number: 255-1811 Ext. 250

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
RECEIPT NO. P 341 131 186

UCC Bureau
Department of State
P. O. Box 5588
Tallahassee, FL 32314

100002207981--7
-06/10/97--01091--002
*****35.00 *****35.00

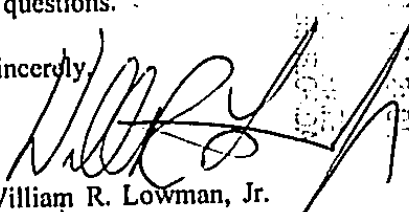
Re: Loxahatchee Animal Disposal, Inc.

Dear Sir or Madam:

Enclosed for your attention is an original and one copy of the Articles of Dissolution of Loxahatchee Animal Disposal, Inc. Please file the original document with the Florida Secretary of State. Also, please time/date stamp the copy and return it to the attention of the undersigned via regular mail in the enclosed self-addressed and stamped envelope. We have also enclosed a check for \$35.00 to cover the filing fee.

Please give us a call if you have any questions.

Sincerely,


William R. Lowman, Jr.

WRL:ces

Enclosures

APPROVED
JUN 10 1997
CLERK

021
255-1811-3241
FED
4 108
6-30-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

COBB COLE & BELL
% WILLIAM LOWMAN, JR.
P.O. BOX 2491
DAYTONA BEACH, FL 32115-2491

SUBJECT: LOXAHATCHEE ANIMAL DISPOSAL, INC.
Ref. Number: P95000010384

We have received your document for LOXAHATCHEE ANIMAL DISPOSAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 697A00032257

RECEIVED JUN 23 1997

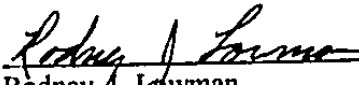
**ARTICLES OF DISSOLUTION
OF
LOXAHATCHEE ANIMAL DISPOSAL, INC.**

STATE OF FLORIDA
COUNTY OF PALM BEACH

I, the undersigned President of Loxahatchee Animal Disposal, Inc., a corporation organized under the laws of the State of Florida, does hereby, for the purpose of compliance with the provisions of Section 607.1402 Florida Statutes, in relation to the voluntary dissolution of corporations, make and attest these Articles of Dissolution and certify as follows:

1. The name of the corporation is Loxahatchee Animal Disposal, Inc.
2. All of the directors and shareholders of the corporation authorized to vote adopted the resolution to dissolve by unanimous consent on May 30, 1997.

IN WITNESS WHEREOF, I have made and executed these Articles this 30th day of May, 1997.



Rodney J. Lowman
Its President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 30 11 2:00

APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20 day of MAY, 1997, by Rodney J. Lowman, as President of Loxahatchee Animal Disposal, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL DRIVERS License as identification.

NOTARY PUBLIC:

Sign: Ana Maria Salvador
Print: ANA MARIA SALVADOR

State of Florida At Large

(Seal)

My Commission Expires: MAY 12, 2001

Title/Rank: Teller

Commission Number: CC 646248

