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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FLEA AWAY, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLEA AWAY, INC.**

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SECRET
RELEASEE, FLORIDA

(6)

We, the undersigned, natural persons competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing under the Laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is Flea Away, Inc. The principal address of this corporation is 5006 S.W. 90th Way, Cooper City, Florida 33328.

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR par value common stock.

ARTICLE IV. - 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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

Prepared by:
BRUCE BAAR
5116 SW 90 AVE.
COOPER CITY, FL 33328
305-434-2445
FL Bar. 930229

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corporation is: 5006 S.W. 90th Way, Cooper City, Florida 33326.
The name of the initial registered agent of this corporation at
this address is: Michael J. Dolan.

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of
directors may be either increased or diminished from time to time
by the by-laws, but shall never be less than one. The name and
address of the initial directors of this corporation are:

Michael J. Dolan
5006 S.W. 90th Way
Cooper City, FL 33326

President/Secretary

William R. Dolan
2101 N. 55th Avenue
Hollywood, FL 33021

Vice-President/Treasurer

ARTICLE VII. - INCORPORATION

The names and addresses of the parties signing these Articles of
Incorporation are:

Michael J. Dolan
5006 S.W. 90th Way
Cooper City, FL 33326

President/Secretary

William R. Dolan
2101 N. 55th Avenue
Hollywood, FL 33021

Vice-President/Treasurer

ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify any officer or director or any
former officer or director to the full extent provided by law.

ARTICLE IX. - AMENDMENT

This corporation reserves the right to amend or repeal any
provision contained in these Articles of Incorporation or any
Amendment hereto, and any right conferred upon the shareholders is

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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designation Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091 Florida Statutes:

PLEA AWAY, INC.

A CORPORATION ORGANIZED (or organizing) under the laws of the State of Florida with its registered office at 5006 S.W. 90th Way, in the City of Cooper City, County of Broward, State of Florida, as its agent to accept service of process within this State.

OFFICERS:

Michael J. Dolan
5006 S.W. 90th Way
Cooper City, FL 33328

President/Secretary

William R. Dolan
2101 N. 95th Avenue
Hollywood, FL 33021

Vice-President/Treasurer

DIRECTORS:

Michael J. Dolan
5006 S.W. 90th Way
Cooper City, FL 33328

President/Secretary

William R. Dolan
2101 N. 95th Avenue
Hollywood, FL 33021

Vice-President/Treasurer

By:

Michael J. Dolan
(Corporate Officer)

By:

William R. Dolan
(Corporate Officer)

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subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed the Articles of Incorporation, this 20th day of March, 1993.



MICHAEL J. DOLAN


WILLIAM M. DOLAN

SWORN TO AND SUBSCRIBED before me this 20th day of March, 1993.



BRUCE E. BARR
My Commission CC0004000
Expires Aug. 03, 1997
Bonded by F&M
600-622-1000


BRUCE E. BARR
Notary Public, State of Florida

My Commission CC104905
Expires August 3, 1997

MAR-21-1995 13:20 FROM EMPHIE

TO

19049224000 P.13

ACCEPTANCE:

I agree as Resident Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


MICHAEL J. DOLAN

Rec'd

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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