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FILED

95 MAR 30 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 28, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***12.50 ***12.50

RE: Articles of Incorporation of
Bark Avenue, Inc.

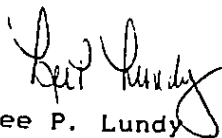
Dear Sirs:

I request that you find enclosed for filing the original
articles of incorporation for the above referenced
corporation and our check for \$122.50 representing the
following fees:

Filing Fee	\$35.00
Designation of Resident Agent	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

If all is in order, I would request that the articles of of
incorporation be properly filed and that the certificate of
incorporation and certified copy of the articles be
forwarded to our office at the above address. Thank you in
advance for your prompt attention to this matter.

Sincerely,



Lee P. Lundy
Secretary to Michael A. Croak

enclosures

ARTICLES OF INCORPORATION
OF
BARK AVENUE, INC.

FILED
25 MAR 30 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:
Bark Avenue, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The corporation is authorized to issue a maximum number of 1,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

The shareholders of the corporation entitled to vote may enter into written agreements subjecting the disposition

or transfer of any or all common stock of the corporation to reasonable restraint by sale, assignment, pledge, will, intervivos gift, or any other method of transfer or encumbrance of said common stock.

In the event that the holders of common stock of the corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the corporation, such stock shall not be eligible for transfer on the books of the corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the corporation shall only be transferable upon the books of the corporation.

ARTICLE V

The initial registered office, the principal office and mailing address in this state of the corporation is 17855 U.S. Highway 441, Suite 5, Mount Dora, FL 32757, and the name of the initial registered agent at such address is Vicky C. Bassett, who by execution hereof acknowledges that she is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE VI

The corporation shall have at least one (1) director, but the bylaws may provide for such increase in number thereof as is authorized by law.

The Board of Directors of the corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the corporation, in whatever capacity.

The name(s) and street address(es) of the member(s) of the first Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Vicky C. Bassett	309 Eastridge Dr. Eustis, FL 32726

ARTICLE VII

The corporation shall have a president and secretary and treasurer, each of whom may be members of the Board of Directors, and the corporation may have any such other and additional officers as may be authorized by its bylaws.

ARTICLE VIII

The name(s) and street address(es) of the incorporator(s) of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Vicky C. Bassett	309 Eastridge Dr. Eustis, FL 32726

ARTICLE IX

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE X


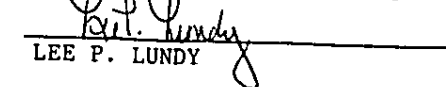
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

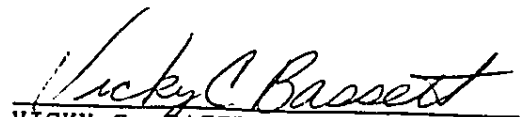
ARTICLE XI

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

DATED this 28th day of March, 1995.

WITNESSES:


LISA C. MILLIGAN

LEE P. LUNDY


VICKY C. BASSETT, Incorporator
and Registered Agent


STATE OF FLORIDA

COUNTY OF LAKE

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgements in the State of

Florida, personally appeared Vicky C. Bassett, to me known to be the person described as incorporator and registered agent in and who executed the foregoing Articles of Incorporation, and who is personally known to me.

Witness my hand and official seal in the County and State aforesaid this 28th day of March, 1995.



NOTARY PUBLIC



LEE P. LUNDY
MY COMMISSION # CC258212 EXPIRES
February 27, 1997
BONDED TITUS TROY FAIR INSURANCE, INC.