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THOMAS R. GRADY
Incorporated in the State of Florida
BY THE FLORIDA BAR
CHRISTOPHER T. VERNON
Incorporated in the State of Florida
BY THE FLORIDA BAR

GRADY & ASSOCIATES
LEGAL PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

3411 TAMiami TRAIL NORTH, SUITE 200
NAPLES, FLORIDA 33940

941 261-6555
FAX: 941 261-1192

SECURITIES LITIGATION

95 ARBITRATION
INVESTOR RIGHTS
2:15
TALLAHASSEE, FLORIDA

August 17, 1995

Department of State, State of Florida
Division of Corporations
Post Office Box 327
Tallahassee, FL 32314

Re: One Cool Dog Enterprises, Inc.

Dear Department of State:

Please incorporate One Cool Dog Enterprises, Inc. as soon as possible. Enclosed is a check for \$70 for filing fee and Designation of Registered Agent. Also enclosed are an original and one copy of the Articles of Incorporation and an original and one copy of the Certificate of Designation of Registered Agent/Registered Office.

Please let me know if you need any additional information to complete the incorporation. If not, I look forward to hearing from you.

Sincerely,

GRADY & ASSOCIATES, L.P.A.

Christopher T. Vernon

CTV/cjr/997

Enclosures

ctv/divofcor.ltr

AUG 31 1995

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ARTICLES OF INCORPORATION
OF
ONE COOL DOG ENTERPRISES, INC.

95 AUG 30 PM 2:15
SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be One Cool Dog Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 397 Ashbury Way, Naples, Florida 33942.

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Christopher T. Vernon, 3411 Tamiami Trail North, Suite 200, Naples, Florida 33940.

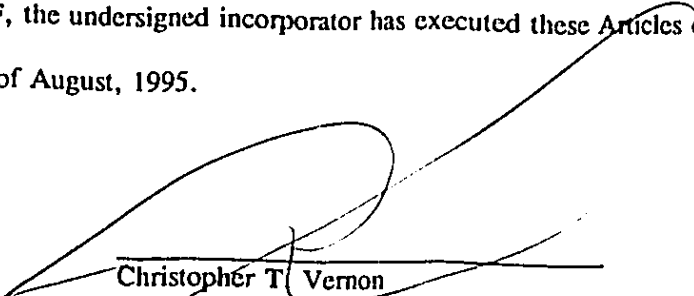
ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Christopher T. Vernon
3411 Tamiami Trail North, Suite 200
Naples, Florida 33940

Todd Katz
397 Ashbury Way
Naples, Florida 33942

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 17 day of August, 1995.



Christopher T. Vernon



Todd Katz

95 AUG 30 PM 2:15
STATE
FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: One Cool Dog Enterprises, Inc.
2. The name and address of the registered agent and office is:

Christopher T. Vernon
3411 Tamiami Trail North, Suite 200
Naples, Florida 33940

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Christopher T. Vernon

8-17-95

Date