

LAW OFFICES
OF
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KEVIN H. HENDRICKSON, Esquire

Licensed in Florida, Georgia and Colorado

Board Certified as an Elder Law Attorney
by the National Elder Law Foundation

September 6, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

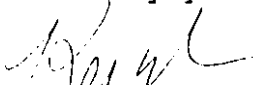
RE: Articles of Corporation
Kindness Animal Care, Inc.

Dear Sirs:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-captioned corporation along with filing fees of \$122.50. Also enclosed is a self-addressed, stamped envelope for return of the certified copy of the Articles of Corporation.

Thank you for your assistance in this matter.

Sincerely yours,


Kevin H. Hendrickson

KHH:dh

Enclosures

RECEIVED 10/11/95
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****122.50 ****122.50

10/14/95

ARTICLES OF INCORPORATION
OF
KINDNESS ANIMAL CARE, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida. The effective date of Incorporation will be the date of filing of these Articles.

ARTICLE I - NAME

The name of the corporation is: KINDNESS ANIMAL
CARE, INC.

ARTICLE II - NATURE OF BUSINESS

To do all and every necessary and proper act for the purpose of transacting any and all lawful business and/or any other objectives enumerated in this certificate of incorporation or any amendment thereof or necessary and incidental to the protection and benefit of the corporation; and in general to carry on any lawful business permitted under the laws of the United States of America, the State of Florida and all singularly remaining States in the Union.

ARTICLE III - TERM OF EXISTENCE

This Corporation shall have perpetual existence and the commencement of the Corporate existence shall be at the time of the filing of these Articles.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares. Such shares shall be of single class and shall have a par value of One Dollars (\$1.00) per share.

Since it is the purpose and intention of the incorporator hereto that this corporation be established as a Subchapter S corporation, then all applicable Internal Revenue Code regulations and other controlling legislation pertaining to and/or authorizing Subchapter S corporations are specifically incorporated into these Articles. The incorporator will comply with and/or file with the Internal Revenue Service the appropriate documents for implementation as a Subchapter S corporation. Any further legislation applicable to Subchapter S corporation shall be construed to apply to this corporation in order that this corporation may comply with and maintain, at the direction of the incorporator, its Subchapter S status.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of business of the corporation is to be: 761 SE Port St. Lucie Boulevard, Port St. Lucie, Florida, 34984. The mailing address of the corporation is to be: 761 SE Port St. Lucie Boulevard, Port St. Lucie, Florida, 34984. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered officer of this corporation is 761 SE Port St. Lucie Boulevard, Port St. Lucie, Florida, 34984 and the name of the initial registered agent of this corporation at that address is Ronda Spink.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-laws adopted by the shareholders. The corporation shall never have less than one (1) Director.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the Directors who shall hold office until his successor(s) is elected and has qualified is:

NAME	ADDRESS
Ronald R. Spink	761 SE Port St. Lucie Boulevard, Port St. Lucie, Florida, 34984

ARTICLE IX - INCORPORATORS

The name and address of the incorporators of this corporation are:

NAME	ADDRESS
Ronald R. Spink	761 SE Port St. Lucie Boulevard Port St. Lucie, Florida, 34984

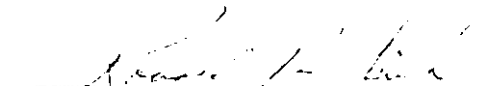
ARTICLE X - AMENDMENT

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 the Stockholders' meeting by at least a majority of the stock entitled to vote, unless all the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

IN WITNESS WHEREOF, I have hereunto set my name and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of Sept, 1995.


RONALD R. SPINK

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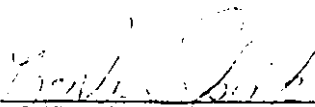
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In accordance with Chapter 48.091, and 607.0501,
Florida Statutes, the following is submitted, in compliance with
said Act:

KINDNESS ANIMAL CARE, INC., having been organized under
the laws of the State of Florida with its principal office or
place of Business at 761 SE Port St. Lucie Boulevard, Port St.
Lucie, Florida, 34984, indicated in the Articles of
Incorporation, in the County of St. Lucie, State of Florida, and
has named Ronda Spink, 761 SE Port St. Lucie Boulevard, Port St.
Lucie, Florida, 34984, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated Corporation, at the place designated in the
Certificate, I hereby accept this act in this capacity and agree
to comply with the provisions of said Act relative to keeping
open said office.



RONDA SPINK
761 SE Port St. Lucie Boulevard
Port St. Lucie, Florida, 34984

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FBI

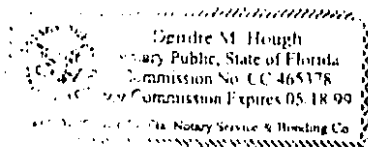
STATE OF FLORIDA

COUNTY C. ST. LUCIE

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me, and personally appeared RONALD R. SPINK personally known to me, or who has presented _____ as identification and who did/did not take an oath, and that he signed his name to the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above this 6 day of Sept, 1995.

(Seal)



Gendie M. Hough
NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:
My Commission Number:

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2010