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MAY, MEACHAM & DAVELL

A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS
NATIONSBANK TOWER, SUITE 2604
ONE FINANCIAL PLAZA

FORT LAUDERDALE, FLORIDA 33304-1007

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*ALSO ADMITTED IN GEORGIA

January 8, 1996

FEDERAL EXPRESS

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of
Neighborhood Pet Nannies, Inc.

300001882803
-01/09/96--01103--015
***122.50 ***122.50

Dear Sir/Madam:

Please be advised that this firm represents Neighborhood Pet Nannies, Inc. and the incorporator of that company. Enclosed you will find the following:

1. Original and one copy of the Articles of Incorporation that have been prepared in accordance with Chapter 607 of the Florida Statutes;
2. Designation of Registered Agent; and
3. Check in the amount of \$122.50 for the filing fee.

Please cause the Articles of Incorporation to be recorded and provide me with a file-stamped copy of same.

Should you have any questions or need anything further, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

Dmc
1-12-96

Robert C. Meacham
For the Firm

FILED
96 JAN -9 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cje

Enclosures

cc: Neighborhood Pet Nannies, Inc.

ARTICLES OF INCORPORATION
OF
NEIGHBORHOOD PET NANNIES, INC.

FILED
96 JAN -9 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is NEIGHBORHOOD PET NANNIES,
INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of
this corporation is 1731 N.E. 42 Street, Oakland Park, FL 33334.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging
in any activities or business permitted under the laws of the State
of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of
\$1.00 par value common stock, which shall be designated "Common
Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered

office and agent of this corporation are:

Robert C. Moncham	May, Moncham & Davell, P.A. One Financial Plaza Suite 2602 Fort Lauderdale, Florida 33394
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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Lori E. Frazier	4011 N.E. 18th Avenue J.V. Oakland Park, FL 33334
Jodie W. Jones	1731 N.E. 42 Street Oakland Park, FL 33334

ARTICLE VII - INCORPORATORS

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

Lori ⁴ E. Frazier President/Treasurer	4011 N.E. 18th Avenue J.V. Oakland Park, FL 33334
Jodie W. Jones Vice President/Secretary	1731 N.E. 42 Street Oakland Park, FL 33334

ARTICLE IX - BYLAWS

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

ARTICLE X - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22 day of December, 1995.



LORI E. FRAZIER, President



JODIE W. JONES, Vice President

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared LORI E. FRAZIER, personally known to me to be the person described

herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did take an oath.

WITNESS my hand and official seal this 22 day of December, 1995.

Sandra L. Barton Notary
Name: Sandra L. Barton - Notary
Notary Public
Serial No. _____
My Commission Expires _____

OFFICIAL NOTARY SEAL
SANDRA L. BARTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC256051
MY COMMISSION EXP. FEB. 27, 1997

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared JODIE W. JONES, personally known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did take an oath.

WITNESS my hand and official seal this 22 day of December, 1995.

Sandra L. Barton Notary
Name: Jodie W. Jones - Notary
Notary Public
Serial No. _____
My Commission Expires _____

OFFICIAL NOTARY SEAL
SANDRA L. BARTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC256051
MY COMMISSION EXP. FEB. 27, 1997

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 JAN -9 AM 8:12

Pursuant to the provisions of Chapters 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: **NEIGHBORHOOD PET NANNIES, INC.**
2. The name and address of the Registered Agent and office is:

Robert C. Meacham

May, Meacham & Davell, P.A.
One Financial Plaza
Suite 2602
Fort Lauderdale, Florida 33394

Signature: *Lori E. Frazier*
Lori E. Frazier, President

Date: December 22, 1995

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.

Signature: *Robert C. Meacham*
ROBERT C. MEACHAM,
Registered Agent

Date: December 22, 1995