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P96000039826

ACCOUNT NO. : 0721000000032

REFERENCE : 944457 9725B

AUTHORIZATION :

*Patricia Pizich*

COST LIMIT : \$ 70.00

ORDER DATE : May 7, 1996

ORDER TIME : 10:16 AM

ORDER NO. : 944457

CUSTOMER NO: 9725B

900001811419

CUSTOMER: Mark Price, Esq  
ROETZEL & ANDRESS

Third Floor  
850 Park Shore Drive  
Naples, FL 33940

DOMESTIC FILING

NAME: ELYSIAN FIELDS INTERNATIONAL,  
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

*5/9/96*  
*LB*

**ARTICLES OF INCORPORATION  
OF  
ELYSIAN FIELDS INTERNATIONAL, INC.,  
a Florida corporation**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is Elysian Fields International, Inc., a Florida corporation.

**ARTICLE II**

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE III**

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

**ARTICLE IV**

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

The street address of the initial registered office of the Corporation is 6742 Mill Run Circle, Naples, Florida 33942, and the name of its initial Registered Agent at such address is John D. Gunderson. The principal office of the corporation is located at 6742 Mill Run Circle, Naples, Florida 33942. .

#### **ARTICLE VI**

The Corporation shall have at least One (1) Director. The initial Board of Directors of the Corporation shall be comprised of One (1) Director whose name and address is: John D. Gunderson - 6742 Mill Run Circle, Naples, Florida 33942.

#### **ARTICLE VII**

The name and address of the incorporate is: John D. Gunderson - 6742 Mill Run Circle, Naples, Florida 33942.

#### **ARTICLE VIII**

These Articles of Incorporation may be amended by the assent of two-thirds percent (66 + 2/3 %) of the shareholders of the Corporation.

#### **ARTICLE IX**

The powers of the Corporation shall be as follows:

1. To engage in any activity or business authorized under the Florida General Corporation Act or Florida Statutes.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers or purposes herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or purposes or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

5. To indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

6. To do all acts necessary or reasonable to effectuate the provisions of the Bylaws of this Corporation.

### **ARTICLE X**

The Corporation may be dissolved with the assent of not less than two-thirds (2/3) of the shareholders.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this May 5, 1996.

**INCORPORATOR:**

  
John D. Gunderson

STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF COLLIER    )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of May, 1996, by John D. Gunderson, who (✓) is personally known to me, or who ( ) has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC

Name: \_\_\_\_\_



**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT WHOM PROCESS MAY BE SERVED**

in compliance with Section 607.0501, Florida Statutes, the following is submitted:

That Elysian Fields International, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named John D. Gunderson, as its agent to accept service of process within Florida.

ELYSIAN FIELDS INTERNATIONAL, INC., a  
Florida corporation

By   
John D. Gunderson, President

Date: May 5, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties,

By   
John D. Gunderson

Date: May 5, 1996

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**ROETZEL ADDRESS**  
A LOCAL PROFESSIONAL ASSOCIATION

KATHLEEN LAWSON  
CARL R. WESTMAN  
WALLACE W. WALKER, JR.  
ROBERT O. MENZIES  
JOHN CLAMPER, III  
STEPHEN R. THOMPSON  
KENNETH A. CUMBER  
RICHARD A. HOFFMAN\*  
PAUL K. HOFFMAN  
G. CARSON M. RACHERN  
JONATHAN P. FISHMAN  
MARK J. PRICE  
KARIN T. CONBY  
JENNIFER J. NACKLEY  
STEVEN M. FALK  
RICHARD D. YOVANOVICH  
DONNIE L. HALTEN  
NORMA B. VINCENT

\* LICENSED IN OHIO ONLY

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January 24, 1997

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-01/28/97--01066--003  
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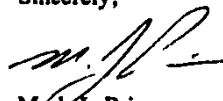
Re: Articles of Amendment to Articles of Incorporation of Elysian Fields International, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Amendment to Articles of Incorporation for Elysian Fields International, Inc. (a not-for-profit corporation), along with a check for \$35.00 to cover the filing fees for this transaction. Please file the Amendment, stamp the duplicate enclosed and send the duplicate to our office as soon as possible in the self-addressed postage paid envelope provided for your convenience.

Thank you for your assistance regarding this matter. If you should have any questions or comments, please contact our office.

Sincerely,

  
Mark J. Price  
For the Firm

MJP/tmg  
Enclosure  
85821\_1.WPS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 27 AM 11:00

nc  
TUE JAN 30 1997

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ELYSIAN FIELDS INTERNATIONAL, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 27 AM 11:00

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

**ARTICLE I**

The name of the corporation is The PAW Group, Inc.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: NOT APPLICABLE

**THIRD:** The date of the amendment's adoption: January 24, 1997.

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24th day of January, 1997.

Signature \_\_\_\_\_

John D. Gunderson, President