

P960000 43289

FOWLER, BARICE & FEENEY

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

JAMES A. FOWLER
CAROLE JOY BARICE, P.A.
THOMAS C. FEENEY, III, P.A.
MICHAEL A. U. O'QUINN
MARY L. SNEED

EMPIRE BUILDING
28 W. CENTRAL BLVD.
ORLANDO, FLORIDA
32801

TELEPHONE: (407) 425-2664
TELEFAX: (407) 425-2660

May 13, 1996

Florida Dept. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000001822810
-05/15/96--01001--014
****122.50 ****122.50

RE: Our Dogs, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and Registered Agent Certificate for the above-referenced entity. It would be appreciated if you would incorporate same at your earliest convenience and return the copy to me at the address stated above. A check in the amount of \$122.50 has been enclosed to cover the incorporation fees.

It would be appreciated if you would return same via Federal Express and bill us directly. Our Federal Express number is 1247-4205-6.

Sincerely yours,

Kathy A. Palasz

Kathy A. Palasz
Legal Assistant

:kap
Enc.

N HENDRICKS MAY 21 1996

FILED
96 MAY 14 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OUR DOGS, INC.**

FILED
96 MAY 14 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is OUR DOGS, INC. and their principal address shall be 758 North S.R. 415, Osteen, Florida 32704.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This general nature of the business or businesses to be transacted by this corporation shall be and to carry on and undertake any business undertakings, transactions or operations commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, brokers, concessionaires, commission persons and agents; to undertake and execute any trusts the undertakings of which may seem to this corporation desirable; to use and apply its surplus earnings or accumulated profits, authorized by law, to be reserved to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such term as its Board of Directors shall determine; to conduct its business in other states, territories and possessions of the United States, and in foreign countries, and to have one office, or more than one office, outside the State of Florida, except as may be otherwise provided by law; to engage in any other business which may include publication of a biweekly tabloid or to do any and all acts and things incident to or which the Board of Directors may deem necessary to the carrying out or the success of any business outlined above.

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designed as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 28 West Central Blvd., Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is James A. Fowler, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may either be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Director of this corporation is:

Constance Joan Brittain
758 North S.R. 415
Osteen, FL 32764

John Kirby Collier
P.O. Box 741403
Orange City, FL 32774

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is: Constance Joan Brittain, 758 North S.R. 415, Osteen, FL 32764.

ARTICLE IX - OFFICERS

The corporation shall have three offices which may be occupied by one individual. The initial officer and their initial occupants, which may be changed by vote of the Board of Directors or as otherwise provided in the By-laws are:

President:
Secretary/Treasurer:

Constance Joan Brittain
John Kirby Collier

ARTICLE X - POWERS

In furtherance and not in limitation of the powers conferred by Statute, the corporation shall have and may exercise the following powers:

A. If the By-laws so provide, the corporation shall have power to hold meetings, both of Stockholders and Directors, either within or without the State of Florida, at such places as may, from time to time, be designated by the Board of Directors. Meetings of Directors and of Stockholders may be held upon such notice thereof as may be set forth in the By-laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-laws of the corporation shall not prevent, and nothing herein shall be construed, as prevention of any Stockholder or Director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the By-laws of this corporation consistent therewith.

B. The number of Directors of the corporation shall be fixed from time to time by the By-laws and may be increased or decreased as shall be provided by the By-laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of Directors, or by death, resignation or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the Stockholders and until his successor shall have been elected and shall have been qualified.

C. The corporation in its By-laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by Statute.

D. It shall not be necessary for any officer of the corporation to be a Director or a Stockholder, except that the President must be both a Director and Stockholder.

E. The annual meeting of the Stockholders shall be held on such day as may be fixed by the By-laws of the corporation, and the date of such meeting may be changed from time to time as the By-laws may provide; and the manner of calling meetings of Stockholders and Directors may be fixed by the By-laws.

ARTICLE XI - INDEMNIFICATION

The 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 provision contained in these Articles of Incorporation, or any amendment hereto, by a unanimous vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 13 day of May, 1996.

Constance Jean Brittain
Constance Jean Brittain

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13 day of May, 1996 by Constance Jean Brittain who is personally known to me or who produced N/A as identification.

Kathy A. Palasz
Kathy A. Palasz
Notary Public, State of Florida
Commission No.: CC 368374
Commission Exp.: 11/2/96



KATHY A. PALASZ
My Commission CC368374
Expires Nov. 02, 1996

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

96 MAY 14 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 46.091 and 607.034 of the Florida Statutes, the following is submitted:

FIRST that OUR DOGS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 758 North S.R. 416, Osteen, Florida 32764, has named James A. Fowler, Esquire as its agent to accept service of process within Florida.

DATED this 13 day of May, 1996.

Constance Jean Brittain
Constance Jean Brittain

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

James A. Fowler
James A. Fowler, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13 day of May, 1996 by James A. Fowler who is personally known to me or who produced N/A as identification.

Kathy A. Palasz
Kathy A. Palasz
Notary Public, State of Florida
Commission No.: CC 368374
Commission Exp.: 11/2/98



KATHY A. PALASZ
My Commission CC368374
Expires Nov. 02, 1998