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August 28, 1996

FILED
96 AUG 30 PM 3 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-08/30/96--01077--003
****122.50 ****122.50

Gentlemen:

Re: Academy Kennels, Inc.

Enclosed please find the original and duplicate copy of the Articles of Incorporation for the above referenced corporation. Please endorse your approval of these Articles on the duplicate copy, certify same, and return to me.

In addition, I am enclosing my check in the amount of \$122.50 to cover the cost of filing, certification of the copy, and registered agent designation.

Thank you for your kind assistance in this matter.

Very truly yours,

Gordon H. Coffman
Gordon H. Coffman
Attorney at Law

GHC:rm

Encl.

nc SEP 4 1996

ARTICLES OF INCORPORATION
OF
ACADEMY KENNELS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be:

ACADEMY KENNELS, INC.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on the business of boarding, grooming and training animals, and selling related product at retail, all in accordance with the laws, rules and regulations of the State of Florida and of the United States. In addition, the corporation may transact any and all other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The aggregate number of shares which the corporation has authority to issue is ONE THOUSAND (1,000), all of which shall be common shares with par value of One Dollar (\$1.00).

W.E.P.

ARTICLE IV

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 2691 North Airport Road, Fort Myers, Florida 33907, and the initial registered agent at such address is NANCY E. PETERSON.

ARTICLE V

DIRECTORS

5.1 The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. The Board shall consist of two directors initially.

5.2 The names and addresses of the members of the first Board of Directors is:

WILLIAM F. PETERSON
2691 North Airport Road
Fort Myers, Florida 33907

NANCY E. PETERSON
2691 North Airport Road
Fort Myers, Florida 33907

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:

NANCY E. PETERSON
2691 North Airport Road
Fort Myers, Florida 33907

N.E.P.

IN WITNESS WHEREOF, the undersigned incorporator has
subscribed these Articles of Incorporation this 28th day of
August, 1996.

Nancy E. Peterson
Nancy E. Peterson

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally
appeared NANCY E. PETERSON, the person whose name is subscribed
to the foregoing Articles of Incorporation, and he acknowledged
before me that he executed the same for the purposes therein
contained. The identity of the said NANCY E. PETERSON was
established by Texas Driver License #01012509.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal at Lee County, Florida this 28th day of August,
1996.

Gordon F. Coffman

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile
for the Service of Process Within This State, Naming Agent
Upon Whom Process May Be Served

The following is submitted in compliance
with Section 48.091, Florida Statutes

ACADEMY KENNELS, INC., a corporation organizing under the laws of the State of Florida with its principal office at 2691 North Airport Road, Fort Myers, Florida 33907 has named NANCY E. PETERSON, whose address is 2691 North Airport Road, Fort Myers, Florida 33907, as its agent to accept service of process in this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name in some conspicuous place in office as required by law.

Nancy E. Peterson
Nancy E. Peterson
Registered Agent