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Scott F. Barnett, J.D., LL.M.

September 18, 1996

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

Re: Corporation : CLAWS-N-PAWS, INC.
Our File No.:

Dear Sir/Madam:

Enclosed please find the following:

1. One original and a copy of the Articles of Incorporation of the above referenced corporation.
2. A check in the amount of \$122.50 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Articles of Incorporation and return to the undersigned your Certificate of Incorporation and certified copy of the Articles of Incorporation.

If you have any questions whatsoever, please do not hesitate to contact the undersigned.
Thank you in advance for your cooperation.

SCOTT F. BARNETT, Chartered

By:

SCOTT F. BARNETT, J.D., LL.M.

SFB:sfb
Enclosures

F. CHESLER SEP 23 1996

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ARTICLES OF INCORPORATION
of
CLAWS-N-PAWS, INC.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation is:

CLAWS-N-PAWS, INC.

ARTICLE II
DURATION OF CORPORATE EXISTENCE

The duration of the Corporation shall be perpetual.

ARTICLE III
PURPOSE OF CORPORATE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares". Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V
PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

15806 Dawson Ridge Drive
Tampa, Florida 33647-1320

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

A. The street address of the initial registered office of this Corporation is:

611 West Azeele Street
Tampa, Florida 33606-2205

B. The name of the initial Registered Agent of this Corporation at such address is:

SCOTT F. BARNETT, J.D., LL.M.

ARTICLE VII
INCORPORATOR

A. The name of the person signing these Articles is:

SCOTT F. BARNETT, J.D., LL.M.

B. The address of the person signing these Articles of Incorporation is:

611 West Azeele Street
Tampa, Florida 33606-2205

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE IX REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE X INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

ARTICLE XI EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares;

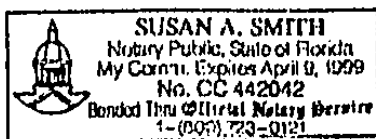
or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.


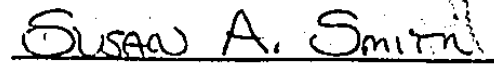
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of September, 1996.


SCOTT F. BARNETT, J.D., LL.M.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

18th THE FOREGOING INSTRUMENT was acknowledged before me this 18th day of Sept, 1996 by SCOTT F. BARNETT, J.D., LL.M., who X is personally known to me or — has produced — as identification and did not take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]




Notary Public

(Printed Name of Notary)

My Commission Expires:

(Serial Number, if any)

ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for CLAWS-N-PAWS, INC. at the place designated in this Certificate, I hereby accept to act in this

capacity, and agree to comply with the provisions of Section 48.04, Florida Statutes, relative to keeping open said office.


SCOTT F. BARNETT, J.D., LL.M.

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CLERK OF STATE
TALLAHASSEE, FLORIDA