



THE UNITED STATES
CORPORATION
COMPANY

P97000012665

ACCOUNT NO. : 072100000032

REFERENCE : 252591 11445A

AUTHORIZATION :

Patricia Pajon

COST LIMIT : \$ 70.00

ORDER DATE : February 7, 1997

ORDER TIME : 10:50 AM

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CUSTOMER NO: 11445A

CUSTOMER: David W. Hedrick, Esq
DAVID W. HEDRICK, P.A.

Suite 1100
135 West Central Boulevard
Orlando, FL 32801

DOMESTIC FILING

NAME: CRITTER-GRAMS FRANCHISE CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 FEB - 7 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 FEB - 7 AM 11:31
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

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2-7-97

FILED
97 FEB -7 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CRITTER-GRAMS FRANCHISE CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be CRITTER-GRAMS FRANCHISE CORP.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 10,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and addresses are as follows:

KATHRYN KOLLMANSBERGER
1386 Twin Rivers Blvd.
Oviedo, FL 32765

ARTICLE IX

The initial registered agent of the corporation is **KATHRYN KOLLMANSBERGER**. The street address of the corporation's initial registered office is 1386 Twin Rivers Blvd., Oviedo, FL 32765..

ARTICLE X

The principal place of business and mailing address of this corporation shall be:

1386 Twin Rivers Blvd.
Oviedo, FL 32765

ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is: KATHRYN KOLLMANSBERGER, 1386 Twin Rivers Blvd., Oviedo, FL 32765.

The undersigned incorporator has executed these Articles of Incorporation this 5 day of February, 1997.



KATHRYN KOLLMANSBERGER, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
CRITTER-GRAMS FRANCHISE CORP.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: February 5, 1997.


Signature of Registered Agent
KATHRYN KOLLMANSBERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA