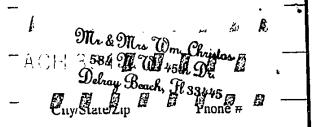
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/ Director
Limited Liability	Change of Registered Agent
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Other	Merger

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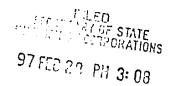
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Examiner's Initials

(a/28/97





FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 21, 1997

JEANETTE CHRISTOS 584 N.W. 45TH DRIVE DELRAY BEACH, FL 33445

SUBJECT: TRI COUNTY HUMANE SOCIETY, INC. Ref. Number: W9700004257

We have received your document for TRI COUNTY HUMANE SOCIETY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden **Document Specialist**

Letter Number: 197A00009339

EFFECTIVE DATE

ARTICLES OF INCORPORATION

STORFTARY OF STATE CORPORATIONS 97 FEB 28 PM 3: 08

OF

TRI COUNTY HUMANE SOCIETY, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is TRI COUNTY HUMANE SOCIETY, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

Yours will state what is necessary for animal adoptions.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$.01 par value common shares. (This is normal and can be changed to whatever value you wish, but basically states that the Corporation will start out as being worth \$100.00)

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 584 NW 45^{7H}, PR.
Florida 33445 The name of the Corporation's initial registered agent is JEFF M. BROWN.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is 2. The names and street addresses of the initial directors of this Corporation are:

BROOKE ROBERTS

Name
JEANNETTE CHRISTOS 584 NW 45TH DELRAY BOH, FL
33443
HOOKE ROBERTS 4010 NW Z4th Terroce Boxa Raton FL

The initial directors may serve from time to time and may, by resolution, fix the number 33431 constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is (Put the name and address of whomever is filling out this paperwork).

JEANNETTE CHAISTOS

ARTICLE VII 584 NW 45TH DR

DELKAY BULLE 33445

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICL'E XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and when the existence of such agreement is noted on the fact or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XII

The effective date of this Corporation shall be 2-2#97 (You must date below within a very short period of time of this date, so select this date carefully).

Dated this 2:24 97 day of January, 1997.

See above reference), Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared Terments Citiens, to me known to be the person described herein and who executed the foregoing Articles of Incorporation of TRI COUNTY HUMANE SOCIETY, INC., and he/she acknowledged before me that he/she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this Leth day full of 1997.

[SEAL]

Notary Public

My Commission Expires:

JACKIE GARDNER Commission #CC 364383 Expires April 13, 1998 Bonded Through Alan Insurance Services

TRI COUNTY HUMANE SOCIETY

I, Jeanette Christos, as Director CEO of the Tri County Humane Society do hereby state, pursuant to F.A.C. Rule 12A-1.001(3), the Tri County Humane Society will provide animals for adoption at a fee of \$85.00, which is determined by the amount of cost of care and veterinarian services. We will provide these animals to the general public. We will also provide low cost or no cost neuter and spay services to those members of the general public who are unable to afford said services.

2-12-47 Date

Signature Christian C. E.O.

Signature of Notary

JACKIE GARDNER Commission #CC 364383
Expires April 13, 1998
Bonded Through Alan Insurance Services

TRI COUNTY HUMANE SOCIETY ANIMALS UNDER PROTECTION

JEANNETTE CHRISTOS EXECUTIVE DIRECTOR & C.E.O. 584 NW 45cb DRIVE DELRAY BEACH, FL 33445

BROOKE ROBERTS

PREDICTION

JOIO M. W. 24 th Lenan

JORA GOLDSMITH

Usia Goldsmith

Line Gelan # 02

3115 S. Octon # 23487

CORP OFFICE ADDRESS

584 NW 45th DR. DELRAY BEACH, fl 33445 561-499-7430

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED



In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That TRI COUNTY HUMANE SOCIETY, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at 584 NW 457 PM, Florida 33445 has named JEFF M. BROWN, located at 750 S. Dixie Hwy., P.O. Box 3004, Boca Raton, Florida 33431, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT:

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 performance of my duties.

JEFF M. BROWN