

P 97000029740

MATTHEWS ACCOUNTING SERVICES, INC.

636 U.S. HIGHWAY ONE, SUITE 112

NORTH PALM BEACH, FL 33408

(407) 863-3314

FILED

97 MAR 31 AM 9:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 27, 1997

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

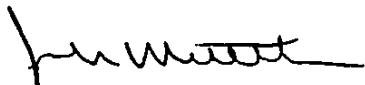
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*****70.00 *****70.00

Dear Sir:

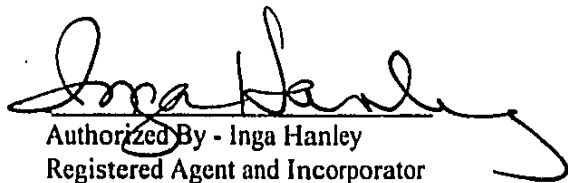
Enclosed please find revised Articles of Incorporation for Cats & Dogs of the Palm Beaches, Inc.
Enclosed is a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me at the letterhead address
with the filing date stamped on it.

Thank You,



Joseph Matthews
Matthews Accounting Services, Inc.



Authorized By - Inga Hanley
Registered Agent and Incorporator

OK
4/2/97

ARTICLES OF INCORPORATION

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WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME

The name of this corporation shall be as follows:

Cats & Dogs of the Palm Beaches, Inc.

ARTICLE 2: NATURE OF BUSINESS

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

ARTICLE 3: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares, of one dollar (\$1.00) par value per share.

ARTICLE 4: INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE 5: TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE 6: ADDRESS

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

**1125 Old Dixie Hwy., Unit 8
Lake Park, Florida 33403**

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

ARTICLE 7: BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE 8: AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments to them, and any right conferred upon the shareholder is subject to this reservation.

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ARTICLE 9: SUB CHAPTER S CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

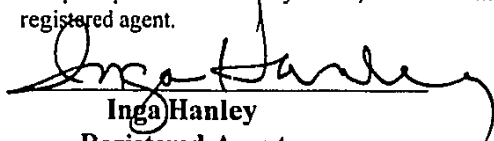
This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE 10: REGISTERED AGENT AND OFFICE

The Registered Agent, as listed below with address, hereby accepts said designation by signature below:

**Inga Hanley
1867 Windsor Drive
Juno, Florida 33408**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


**Inga Hanley
Registered Agent**

ARTICLE 11: INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one.

The initial Directors of the Corporation are:

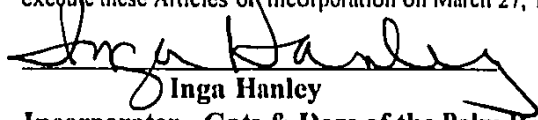
Inga Hanley - President, Vice President, Secretary & Treasurer

ARTICLE 12: INCORPORATOR

The name and address of the Incorporator:

**Inga Hanley
1867 Windsor Drive
Juno, Florida 33408**

As Incorporator of Cats & Dogs of the Palm Beaches, Inc. in witness thereof, I, Inga Hanley, do hereby execute these Articles of Incorporation on March 27, 1997, and accept responsibility as registered agent.


**Inga Hanley
Incorporator - Cats & Dogs of the Palm Beaches, Inc.**