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March 27, 1997

Secretary of State  
Corporate Division  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32314

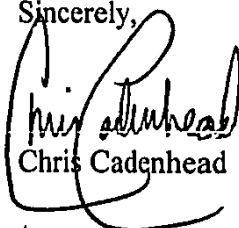
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\*\*\*\*122.50 \*\*\*\*122.50

RE: HAPPY TAILS PET GROOMING, INC.

Find enclosed herewith an original and photocopy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents fees necessary for this filing.

Please file the original of the enclosed Articles and return a certified copy to the undersigned.

Sincerely,

  
Chris Cadenhead

/ms  
Enclosures

APR 9 1997  
BS  
FILED  
97 APR -7 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
of  
HAPPY TAILS PET GROOMING, INC.**

**FILED**

97 APR -7 AM 9:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name. The name of the corporation is HAPPY TAILS PET GROOMING, INC.

ARTICLE II - Purpose. Corporate Purpose and Powers. This corporation is initially organized for the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607.011 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.011.

ARTICLE III - Capital Stock The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE IV. Initial Capital. The amount of capital with which the corporation will begin business shall not be less than \$500.00.

ARTICLE V. Duration. The corporation shall have perpetual existence.

ARTICLE VI - Principal Office The street address of the principal office of this corporation in this state is 3526 Hornehollow Road, Crestview, FL 32539, and the mailing address is the same.

ARTICLE VII - Initial Registered Office and Agent. The street address of the initial registered office of this corporation in this state is 3526 Hornehollow Road, Crestview, Florida 32539, and the mailing address is the same. The initial registered agent at that address shall be Julia M. Shultz.

ARTICLE VIII - Management by Shareholders. The corporation, pursuant to the authority vested in Section 607.111, F.S. shall be managed by its stockholders rather than a board of directors, and the stockholders shall elect the officers. The initial stockholders in the corporation and who shall initially manage the business are:

Julia M. Shultz  
3526 Hornehollow Road  
Crestview, FL 32539

Jeffery L. Shultz  
3526 Hornehollow Road  
Crest view, FL 32539

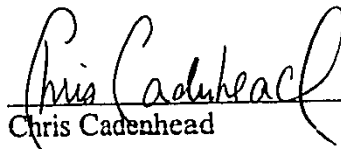
ARTICLE IX - Subscriber. The name and address of the person signing these Articles is Chris Cadenhead, Attorney at Law, 420 East Pine Avenue, Crestview, FL 32539.

ARTICLE X By-laws. The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the shareholders.

ARTICLE XI - Amendment. These Articles may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon.

ARTICLE XII - Dissolution. The corporation may be dissolved at any time by unanimous written consent of the shareholders, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned subscriber of this corporation, has executed these articles of incorporation at Crestview, Florida on the 26 day of March, 1997.

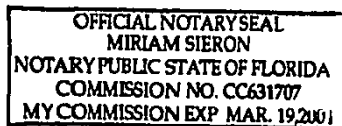
  
Chris Cadenhead  
P.O. Box 727  
Crestview, FL 32536  
(904) 682-6164  
Florida Bar No. 368547  
Attorney/Subscriber

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared CHRIS CADENHEAD, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County abovestated this  
26th day of March, 1997.

Miriam Sieron  
NOTARY PUBLIC  
My Commission Expires:



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida:

The name of the Corporation is HAPPY TAILS PET GROOMING, INC.  
The name and address of the registered agent and office is:

Julia M. Shultz  
3526 Hornhollow Road  
Crestview, FL 32539

Having been named as registered agent 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 I am familiar with and accept the obligations of my position as registered agent.

Dated this 2 day of April, 1997.

Julia M. Shultz  
Julia M. Shultz  
Registered Agent

FILED  
97 APR -7 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Julia M. Shultz, personally known to me to be the person described in and who executed the foregoing designation of registered agent and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County abovestated this  
2 day of April, 1997.

Cynthia M. Currie  
NOTARY PUBLIC  
My Commission Expires:

