



THE UNITED STATES  
CORPORATION  
COMPANY

P 97000033702

ACCOUNT NO. : 072100000032

REFERENCE : 330468 4802976

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 70.00

ORDER DATE : April 14, 1997

ORDER TIME : 9:26 AM

ORDER NO. : 330468-005

30000214353-4

CUSTOMER NO: 4802976

CUSTOMER: Lyla Olshan, Legal Assistant  
LOEB AND LOEB

345 Park Avenue

New York, NY 10154

DOMESTIC FILING

NAME: SHOGUN EXOTIC CATS, INC.

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: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED  
97 APR 15 AM 9:59  
TALLAHASSEE, FLORIDA

RECEIVED  
97 APR 15 AM 9:50  
TALLAHASSEE, FLORIDA

BN APR 15 1997

FILED  
ARTICLES OF INCORPORATION

OF

SHOGUN EXOTIC CATS, INC.

97 APR 15 AM 9:59

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is SHOGUN EXOTIC CATS, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is:

2650 Military Trail, Suite 230  
Boca Raton, FL 33431  
Attn: Mark Kottler

The mailing address, wherever located, of the corporation is:

2650 Military Trail, Suite 230  
Boca Raton, FL 33431  
Attn: Mark Kottler

THIRD: The number of shares that the corporation is authorized to issue is one thousand (1,000), all of which are of a par value of ten cents (\$.10) each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Mark Kottler, 2650 Military Trail, Suite 230, Boca Raton, FL 33431.

The name of the initial registered agent of the corporation at the said registered office is Mark Kottler.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Lyla Olshan

18th Floor  
345 Park Avenue  
New York, NY 10154

SIXTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are (i) the commercial use of wild and domestic animals and (ii) to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

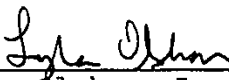
SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.


NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the

Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on April 7, 1997.

  
\_\_\_\_\_  
Lyla Olshan, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

  
\_\_\_\_\_  
Mark Kottler

Date: April 7, 1997

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