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SECURITIES/
CORPORATE DEPT.
FACSIMILE
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P97000050873

June 5, 1997

VIA EXPRESS MAIL

Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
6-4-97

Re: PURRFECT PET SITTERS, INC.

400002205714--1
-06/09/97--01076--006
*****122.50 *****122.50

Dear Sirs:

Please find enclosed the original Articles of Incorporation, registered office agent certificate and our check for \$70.00 for the above referenced corporation. Please accept the package for filing with the Secretary of State of Florida and forward your bill to our office. Please mail us a certified copy of the filed Articles.

If you have any questions regarding the enclosed, please contact our office. Thank you.

Sincerely,

Sandra Wright

Secretary to Michael Harris

MDH:sw
Enclosure

cc: Ms. Katherine Leidel

F:\DATA\WPDOCS\MAIN\MISC\PURRF\ARTICLES.INC

P. CHEN

JUN 10 1997

W-13393

FILED
97 JUN -9 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PURRFECT PET SITTERS, INC.

Article I - Name

The name of this corporation is PURRFECT PET SETTERS, INC.

Article II - Principal Address

c/o Michael D. Harris
712 U.S. Highway One, Suite 400
North Palm Beach Gardens, FL 33408

Article III - Commencement

This corporation shall commence on the date of execution form of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, \$.01 par value.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 U.S. Highway One, North Palm Beach, 33408 Florida, 33420, and the name and address of the initial registered agent is Michael D. Harris, 712 U.S Highway One, Suite 400, North Palm Beach, Florida, 33408.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

The name and address of the person signing these articles is:

FILED
97 JUN -9 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-4-97

Katherine Leidel
P. O. Box 33361
North Palm Beach, Florida 33420

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.


Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 4th day of June, 1997.


Katherine Leidel, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT PURRFECT PET SITTERS, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF PALM
BEACH GARDENS, STATE OF FLORIDA, HAS NAMED Michael D. Harris

CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 712 U.S Highway One,

CITY OF North Palm Beach

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: Katherine Leidel
Katherine Leidel

TITLE: Incorporator

DATE: June 4, 1997

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 AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]
Registered Agent

DATE: June 4, 1997