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JOHN H. MYERS • ATTORNEY AT LAW

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June 24, 1997

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

100002226941--8
-06/30/97--01158--008
*****122.50 *****122.50

Re: DESARIO KENNELS, INC.

Dear Sir/Madam:

Enclosed is the original and a copy of Articles of Incorporation for DESARIO KENNELS, INC. for filing, together with my trust check in the amount of \$122.50 for the filing fee.

Please register the Articles and return the recorded copy to the undersigned. Thank you.

Very truly yours,


John H. Myers

JHM/mm

enc.

FILED
97 JUN 30 PM 2:11
TALLAHASSEE, FLORIDA

BH
7/1/97

ARTICLES OF INCORPORATION

OF

DESARIO KENNELS, INC.

FILED

97 JUN 30 PM 2:41

TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the incorporators form a corporation for profit under Florida law.

NAME

The name of this corporation is DESARIO KENNELS, INC.

ADDRESS

The physical location of the corporation shall be at 3825 Sarasota Golf Club Blvd., Sarasota, FL 34240.

TERM

This corporation shall exist perpetually.

PURPOSE

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Florida law.

STOCK

The corporation is authorized to issue 10,000 shares of common stock with \$1.00 par value. The stockholders may dispose of the authorized and unissued stock from time to time. No stockholder has a preemptive right to purchase unissued, or treasury stock, or securities convertible into or carry a right to subscribe to or acquire stock.

REGISTERED AGENT

The registered agent for this corporation is JOHN H. MYERS, the registered office is located at 2831 Ringling Blvd., B-107, Sarasota, FL 34237.

DIRECTORS

This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.

INCORPORATORS

David DeSario, 3825 Sarasota Golf Club Blvd., Sarasota, FL 34240, and Nicole DeSario, 3825 Sarasota Golf Club Blvd., Sarasota, FL 34240.


BY-LAWS

After adoption of the initial by-laws by the stockholders, by-laws may be adopted, amended or repealed by the stockholders of this corporation.

STOCK RESTRICTIONS

By agreement, stockholders and this corporation may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The by-laws shall provide for transfer on the corporate books in conformity with this agreement.

DATED on the 20 day of June, 1997.



DAVID DESARIO



NICOLE DESARIO

FILED

97 JUN 30 PM 2:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

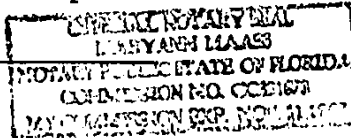
STATE OF FLORIDA

COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me on the
20th day of June, 1997, by DAVID DESARIO and NICOLE DESARIO.


NOTARY PUBLIC

My Commission Expires:



CONSENT OF REGISTERED AGENT

The undersigned hereby consents to acting as registered agent
for this corporation.


JOHN H. MYERS