CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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Gone to Pet in Key West, Inc.

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ARTICLES OF INCORPORATION

OF

GONE TO POT IN KEY WEST, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is GONE TO POT IN REY WEST, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 205 SOUTHARD STREET, KEY WEST, FL 33041.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Michael L. Browning, 402 Appelrouth Lane, Key West, Florida 33040.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Deborah Buress, P.O. Box 868, Key West, FL 33040.

The undersigned has executed these Articles of Incorporation this 14th day of July 1997.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

CERTIFICATE OF DESIGNATION CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE 97 JUL 14 PH 3: 13

Pursuant to the provisions of section 607.050i, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

. The name of the corporation is	GONE TO POT IN KEY WEST, INC.
2. The name and street address	of the registered agent and
office is: <u>Michael L. Browning</u>	
402 Appelrouth Lane	
Key West, Florida 3304	0

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

AMM