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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: DOG SPOT, INC.

AUDIT NUMBER.....H97000012382

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

Bm 7/30/97

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ARTICLES OF INCORPORATION

OF

DOG SPOT, INC.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation is:

DOG SPOT, Inc.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

Sean P. King, Esquire
Florida Bar # 0079057
301 Jefferson Ave #6D
Miami Beach, FL 33139
(305) 460.9888

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CLERK OF DISTRICT COURT
CLERK OF DISTRICT COURT

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$1.00) dollar per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

Sean P. King
301 Jefferson Ave. #6D
Miami Beach, FL 33139

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have five (5) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

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ARTICLE VII

INITIAL DIRECTORS

The name of the Initial Directors of this Corporation and street address is:

Amy Seltzer
Susanna K. Macdonald
Sean P. King
Alan Macken
Michael Grodin

The persons named as Initial Directors shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

Amy Seltzer
19508 East Country Club Dr.
Aventura, FL 33180

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 28th day of July, 1997.

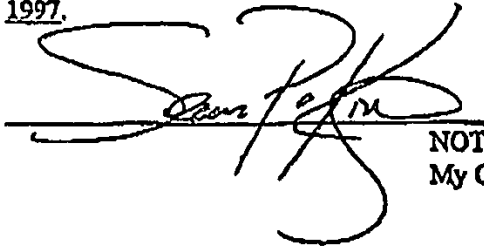

AMY SELTZER, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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BEFORE ME, a Notary Public, personally appeared AMY SELTZER, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 28th day of July, 1997.



NOTARY PUBLIC
My Commission:



SEAN P. KING
COMMISSION # CC433934
EXPIRES MAR 27 2001
BONDED THROUGH
ATLANTIC BONDING CO. INC

H97000012382

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

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance with said Act.

That DOG SPOT, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Article of Incorporation at Miami Beach, County of Dade, State of Florida, has named SEAN P. KING, 301 Jefferson Avenue, #6D, Miami Beach, Florida 33139, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 28th day of July, 1997.


SEAN P. KING

STATE
TALLAHASSEE, FLORIDA

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