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August 18, 1997

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002273999--0
-08/21/97--01099--007
****122.50 ****122.50

Attn: Corporate Records

Maritime Pet Kennel, Inc.

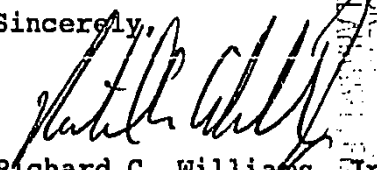
Dear Sir or Madam:

Enclosed for filing with your office are the original and one (1) copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment of the following:

Filing fee	\$ 35.00
Certified copy fee	52.50
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,

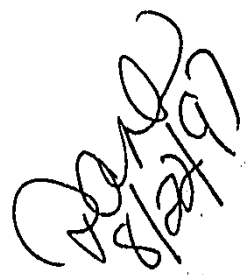

Richard C. Williams, Jr.

RCW, JR:cet

Encls.

cc: Mr. and Mrs. William P. Conway (w/o encl.)

FILED
97 AUG 21 AM 9 56
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



ARTICLES OF INCORPORATION

OF

MARITIME PET KENNEL, INC.

FILED
97 AUG 21 AM 9 56
SEC
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Maritime Pet Kennel, Inc.

ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 39930 U. S. Highway 19 North, Tarpon Springs, Florida 34688, and the mailing address of the Corporation is the same.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 39930 U. S. Highway 19 North, Tarpon Springs, Florida 34688, and the initial registered agent of this Corporation at such office shall be William P. Conway, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an

office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS


The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
William P. Conway	3166 Shoreline Drive Clearwater, FL 34620
Kellyann Conway	3166 Shoreline Drive Clearwater, FL 34620

ARTICLE VIII - INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William P. Conway	3166 Shoreline Drive Clearwater, FL 34620
Kellyann Conway	3166 Shoreline Drive Clearwater, FL 34620




William P. Conway, Incorporator
and Registered Agent



Kellyann Conway, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PASCO) SS.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pasco to take acknowledgements, personally appeared WILLIAM P. CONWAY, who is personally known to me or who has produced his Florida Drivers License as identification, and who executed the foregoing Articles of Incorporation of Maritime Pet Kennel, Inc., and he acknowledged before me that he executed the same this 18th day of August, 1997.



Notary Public

My Commission Expires:

STATE OF FLORIDA)
)
COUNTY OF PASCO) SS.



JOANNE M JACKSTO
My Commission CC530594
Expires Feb. 06, 2000

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pasco to take acknowledgements, personally appeared KELLYANN CONWAY, who is personally known to me or who has produced her Florida Drivers License as identification, and who executed the foregoing Articles of Incorporation of Maritime Pet Kennel, Inc., and she acknowledged before me that she executed the same this 18th day of August, 1997.



Notary Public

My Commission Expires:



JOANNE M JACKSTO
My Commission CC530594
Expires Feb. 06, 2000

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Maritime Pet Kennel, Inc., at the place designated in the Articles of Incorporation, WILLIAM P. CONWAY agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: August 18, 1997.



WILLIAM P. CONWAY

FILED
AUG 21 11 09 56
TALLAHASSEE
FLORIDA