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Arlene F. Austin, P.A.

ATTORNEY AT LAW

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November 3, 1997

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

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-11/05/97--01079--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Sallie's Pet Salon, Inc.  
Our File No. 9268.0

Gentlemen:

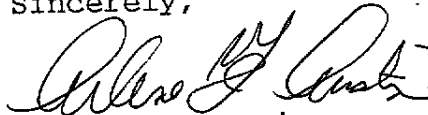
Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check in the sum of \$122.50 covering the fees and charges for the items listed below, as indicated:

- ☒ A. Articles Of Incorporation filing fee, \$35.00.
- ☒ B. Certified copy of Articles Of Incorporation, \$52.50.
- ☒ C. Registered Agent Designation Filing Fee, \$35.00.

If the corporation name requested is not available, please call us immediately. Thank you for your kind cooperation and assistance.

Sincerely,

  
Arlene F. Austin

AFA:el  
Encs.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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11-10-97  
WS

ARTICLES OF INCORPORATION  
OF  
SALLIE'S PET SALON, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE I. NAME

The name of this corporation shall be Sallie's Pet Salon, Inc.  
The address of this corporation's principal office shall be:  
14912 N. FLORIDA AVE.  
TAMPA, FL. 33613

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be on  
November 1, 1997. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of pet  
grooming business engaging in the transaction of any and all  
business activities permitted under the laws of Florida and the  
United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000  
shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation  
of any shares of new capital stock of the same kind, class, or  
series, as that which the shareholder already holds, shall have the  
preemptive right to purchase a pro rata share thereof (as nearly as  
may be done without the issuance of fractional shares) at the price  
at which such shares are offered to others.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of  
Directors shall be two. The number of directors may be increased  
or decreased from time to time, as provided in this corporation's  
bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Jonathan B. Simkins  
P.O. Box 270086  
Tampa, FL 33688

Betty Simkins  
14912 North Florida Avenue  
Tampa, FL 33613.

#### ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The name and address of the individual who shall serve as this corporation's initial registered agent shall be:

Arlene F. Austin.  
5811 Pelican Bay Blvd..  
Suite 206A  
Naples, FL 34108..

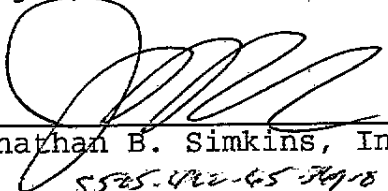
#### ARTICLE IX. INCORPORATOR

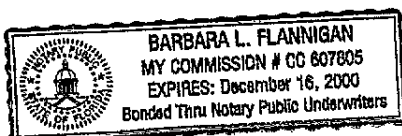
The name and address of the individual who shall serve as this corporation's incorporator is:

Jonathan B. Simkins  
P.O. Box 270086  
Tampa, FL 33688.

#### ARTICLE X. AMENDMENTS

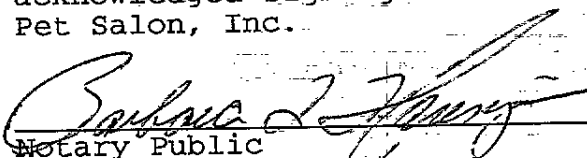
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
Jonathan B. Simkins, Incorporator



State Of Florida  
County Of Hillsborough

On 10/30/, 1997, Jonathan B. Simkins, designated above,  
as the corporation's incorporators, who is personally known to me,  
or has produced a Florida driver's licens as identification, and  
who personally appeared before me at the time of notarization, and,  
acknowledged signing these Articles Of Incorporation Of Sallie's  
Pet Salon, Inc.

  
\_\_\_\_\_  
Notary Public

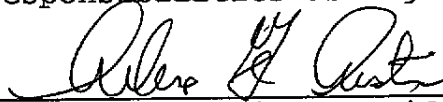
  
\_\_\_\_\_  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

ACCEPTANCE BY RESIDENT AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of Sallie's Pet Salon, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Sallie's Pet Salon, Inc.

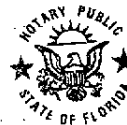
  
Arlene F. Austin - Resident Agent

State of Florida  
County Of Collier

On 11/3/97, 1997, Arlene F. Austin, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced Florida driver's licenses as identification, and who personally appeared before me at the time of notarization, and acknowledged signing this Acceptance by Resident Agent.

  
Notary Public

Louise Yearwood  
(Notary Public - Printed Or Typed Name)



LOUISE YEARWOOD  
My Commission CC560410  
Expires Jun. 10, 2000

Commission Expiration Date & Commission Number:

(SEAL)

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