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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 609104 8742A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

SECRET
TALLAHASSEE, FLORIDA

97 NOV 21 AM 10:19

FILED

ORDER DATE : November 20, 1997

ORDER TIME : 8:34 AM

ORDER NO. : 609104-005

CUSTOMER NO: 8742A

100002353751--6

CUSTOMER: Michael Lechtman, Esq
MICHAEL LECHTMAN, ESQ

17001 Ne Sixth Avenue
North Miami Bea, FL 33162

DOMESTIC FILING

NAME: ANIMAL AIR INTERNATIONAL, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

DIVISION OF CORPORATION

97 NOV 21 AM 9:51

RECEIVED

me 11/21/97

**ARTICLES OF INCORPORATION
OF
ANIMAL AIR INTERNATIONAL, INC.**

The name of this corporation is: ANIMAL AIR INTERNATIONAL, INC., a Florida corporation. The corporate address is: 13285 N. E. 2nd Avenue, North Miami, Florida 33161.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transporting the live cargo of animals and any and all lawful business for which an animal cargo business may be incorporated under Chapter 607, of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is FIVE HUNDRED (500) shares at ONE DOLLAR (\$1.00) par value, all of which are the same class, and are to be common shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his prorata share of any new stock of this corporation at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered agent of this corporation is: 13285 N. E. 2nd Avenue, North Miami, Florida 33161; and the name of the initial Registered Agent is, at that address is: MICHAEL WILLIAMS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one.

NAME

MICHAEL WILLIAMS
(President/Director)

ADDRESS

13285 N. E. 2nd Avenue
North Miami, Florida 33161

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MIAMI, FLORIDA

NELSON ALBACETE
(Vice President/Director)

12332 S. W. 18th Terrace
Miami, Florida 33175

JAMES WEINERT
(Secretary/Treasurer/Director)

5288 S. W. 94th Avenue
Cooper City, Florida 33328

ARTICLE VIII - INCORPORATOR

The name and address and principal place of business of the person that is signing these Articles of Incorporation is:

NAME

ADDRESS

MICHAEL WILLIAMS
(President/Director)

13285 N. E. 2nd Avenue
North Miami, Florida 33161

ARTICLE IX - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors, or the shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the shareholders, if the shareholders specifically provide such By-Laws not subject to amendment or repeal by the Directors.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not approval is required by law.

ARTICLE XI - MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the

shareholders is subject to this reservation.

ARTICLE XIV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XV - ASSETS

The corporation shall have all of the corporate powers enumerated in Florida General Corporation Act, except that this corporation shall not have the power to sell, mortgage or pledge all or substantially all of its property and assets without prior shareholder's approval.

ARTICLE XVI - PREFERENCE, LIMITATIONS, AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. DIVIDENDS

The holders of record of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.


Section 2. RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common shares shall be paid from the remaining assets of the corporation ratably.

Section 3. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 13th day of November, 1997.

 (SEAL)
MICHAEL WILLIAMS
(INCORPORATOR)

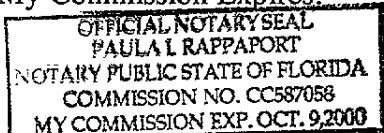
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments, personally appeared MICHAEL WILLIAMS, is personally known to me or who has produced _____ as identification and who did ~~(did not)~~ take an oath, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the County and State aforesaid this 13th day of November, 1997.


NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles of Incorporation to accept service of process for the within stated corporation, at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 13th day of November, 1997.


MICHAEL WILLIAMS
(REGISTERED AGENT)

(SEAL)
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STATE
TALLAHASSEE, FLORIDA

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