

PAULA G. DRUMMOND, P.A.

**A Professional Corporation
for the Practice of Law**

Paula G. Drummond
Attorney and Counsellor at Law

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January 14, 1998

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

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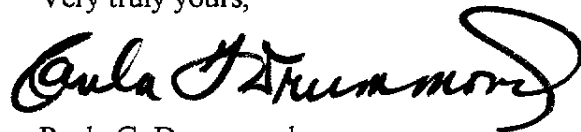
Re: Paws & Claws Network, Inc.

Corporate Records:

Enclosed for filing are the Articles of Incorporation for the above corporation, my check in the amount of \$70 for the filing fees, and a copy of the Articles for file stamping and return to this office. Please file these documents on receipt of this letter and return the acknowledgment and stamped copy at your earliest convenience. Thank you.

Please contact me if additional information is required.

Very truly yours,



Paula G. Drummond

PGD:cmq

cc: Harry E. Pratt

FILED
98 JAN 16 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PN 1-20-98

**ARTICLES OF INCORPORATION
OF
PAWS & CLAWS NETWORK, INC.**

FILED
98 JAN 16 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is PAWS & CLAWS NETWORK, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in and transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the purpose of the corporation or necessary and desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of which the corporation is authorized to issue is 25,002,000 (Twenty-Five Million Two Thousand) shares of stock. There are three classes of stock. The first class is Common Stock having a par value of \$.001 per share of which class the corporation is authorized to issue 25,000,000 (Twenty-Five Million) shares. The second class of stock is Non-Participating Voting Stock having a par value of \$1.00 per share of which class the corporation is authorized to issue 1,000 (One Thousand) shares. The third class of stock is Preferred Stock having a par value of \$100 per share of which class the corporation is authorized to issue 1,000 (One Thousand) shares.

The Board of Directors shall have the power and authority to determine the

preferences, limitations, and relative rights (the "terms") of each of the foregoing classes of shares, or series of such classes of shares, by resolution(s) adopted by the Board from time to time for this purpose. Upon adoption of such resolutions, and prior to issuance of shares in any such class, these Articles shall be amended to describe the terms of each such class of stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3205 E. Olive Road, Building 5 #61, Pensacola, FL 32514, and the name of the initial registered agent of this corporation at that address is Harry E. Pratt.

ARTICLE VI - INITIAL MAILING AND OFFICE ADDRESSES

The initial mailing and principal business office address of this Corporation is 3205 E. Olive Road, Building 5 #61, Pensacola, FL 32514.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time in the manner provided by the bylaws; however, there shall never be less than one director nor more than twelve.

ARTICLE VIII- INCORPORATOR

The name and address of the Incorporator is HARRY E. PRATT, 3205 E. Olive Road, Building 5 #61, Pensacola, FL 32514.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

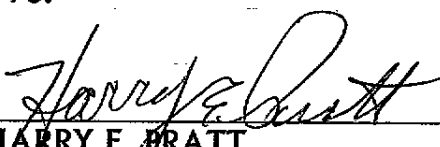
Except as may be otherwise specifically provided in these Articles of Incorporation, this Corporation reserves the right to amend or repeal any provision contained in these

Articles of Incorporation, or any amendment hereto, by the Board of Directors as set forth in the Bylaws.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors as set forth in the Bylaws.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 14th day of January, 1998.


HARRY E. PRATT

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14th day of January, 1998, by HARRY E. PRATT who is personally known to me.


NOTARY PUBLIC


Paula G. Drummond
My Commission #: CC524580
My Commission expires: March 30, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Agent of PAWS & CLAWS NETWORK, INC. which is contained in the foregoing Articles of Incorporation and acknowledges that he is familiar with and accepts the obligations provided for in Section 607.0505, Florida Statutes.

DATED this 14th day of January, 1998.


HARRY E. PRATT
Registered Agent

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98 JAN 16 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA