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RYAN & RYAN, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARCHIE J. RYAN, III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN
ALEXANDRA C. AUSTIN

January 16, 1998

Florida Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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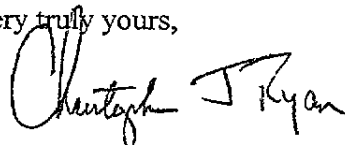
Re: Incorporation of Steinheim Kennels, Inc..

Greetings:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Designation for Steinheim Kennels, Inc. We request that you file the original of these documents, and return a time-stamped copy to our law firm in the envelope provided. Enclosed also, please find check #505 of A. J. Ryan, Jr. in the amount of \$70.00 in payment of the Articles of Incorporation and Designation of and Acceptance by Registered Agent filing fee in this matter.

Thank you for your assistance in this matter.

Very truly yours,



CHRISTOPHER J. RYAN

CJR:lr
enclosures

P. Hall
JAN 21 1998

ARTICLES OF INCORPORATION

OF

STEINHEIM KENNELS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be STEINHEIM KENNELS, INC.

ARTICLE II

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to the breeding, showing and marketing of dogs and such other related activities incidental to the general purposes of this corporation and to generally do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or any part thereof, or interest therein. To engage in and conduct a general real estate business for profit, by buying, selling, leasing, developing, managing, or otherwise employing real estate for business purposes without limitation; and to transact all business incidental and pertinent thereto.

3. To apply for, purchase or in any manner to acquire; to hold, own, use and operate; to sell or in any manner dispose of; to grant or license other rights in respect of, and in any manner deal with any and all rights, interest, inventions, improvements and processes used in connection with or secured under letters, patents or copyrights of the United States or other countries, or otherwise, and to work, operate and/or develop same.

4. To purchase, lease or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds and in particular, lands, buildings, business concerns and undertakings, shares of stock, mortgages, bond debentures and other securities, merchandise, book debts and claims, trademarks, trade names, and any interest in real or personal property.

5. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bond debentures, and other obligations from time to time for the purchase of property, or for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgages, pledges, deeds of trust or otherwise.

6. To acquire and take over as a going concern, and thereafter carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the goodwill and all or any of the assets and to assume or

otherwise provide for all of the liabilities of any such business.

7. To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property of the corporation.

8. To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold mortgage, convey, lease or otherwise dispose of, and deal with real and personal property at any such place or places.

9. To enter into, make, perform, and carry out contracts and/or franchises of every sort and kind which may be necessary or convenient for the business of the corporation, or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any state, territory, or colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations under the Corporation law.

10. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, and attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

11. In general, to carry on any other lawful business whatsoever in connection with the foregoing, or which is calculated directly or indirectly to promote the interest of the corporation or enhance the value of its properties.

12. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in

any manner any general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE IV

CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 700 East Dania Beach Boulevard, Dania, Florida, 33004, with the privilege of having branch offices at other places within the State of Florida, and within or without the United States of America.

ARTICLE VI

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than seven (7).

ARTICLE VIII

DIRECTORS

The names and post office addresses of the initial member of the Board of Directors of this corporation shall be one (1) in number, and who shall hold office for the first year, or until his successors are elected and have qualified, shall be:

A. J. Ryan, Jr.	700 East Dania Beach Boulevard Third Floor Dania, Florida 33004
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ARTICLE IX

OFFICERS

The names and post office addresses of the Initial Officer of this corporation who shall hold office for the first year, or until his successors are elected and have qualified, shall be:

A. J. Ryan, Jr.	700 East Dania Beach Boulevard Third Floor Dania, Florida 33004
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ARTICLE X

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

A. J. Ryan, Jr.	700 East Dania Beach Boulevard Third Floor Dania, Florida 33004
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ARTICLE XI
SPECIAL CHARTER PROVISIONS

Directors and Officers of this corporation need not be Stockholders.

ARTICLE XII
REGISTERED AGENT

The initial registered agent for this corporation is A. J. Ryan, Jr. and the initial registered office is located at 700 East Dania Beach Boulevard, Dania, Broward County, Florida 33004.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 16th day of January, 1998.




A. J. RYAN, JR.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, A. J. RYAN, JR., to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania, Broward County, Florida, this 16th day of January, 1998.



Notary Public

My Commission Expires:



Alexandra Celia Austin
MY COMMISSION # CC496108 EXPIRES
November 13, 2001
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

STEINHEIM KENNELS, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 700 East Dania Beach Boulevard, in the City of Dania, County of Broward, State of Florida, has named A. J. RYAN, JR., located at 700 East Dania Beach Boulevard, in the City of Dania, County of Broward, State of Florida, as its agent to accept service of process within this state.


OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
A. J. RYAN, JR.	President/Secretary	700 East Dania Beach Blvd. Dania, FL 33004

DIRECTORS:

A. J. RYAN, JR.	700 East Dania Beach Blvd. Dania, FL 33004
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Dated this 16th day of January, 1998.



A. J RYAN, JR., President

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



A. J. RYAN, JR., Registered Agent

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TALLAHASSEE, FLORIDA