



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 679851 9955A

AUTHORIZATION : *Patricia Pajito*

COST LIMIT : \$ 70.00

ORDER DATE : January 23, 1998

ORDER TIME : 12:05 PM

ORDER NO. : 679851-005

CUSTOMER NO: 9955A

9000002410479--7

CUSTOMER: Ms. Margaret M. Pio
CHIUMENTO BRAUNSTEIN GUNTARP
& EMERY, P.A.
Suite B
4 Old Kings Road North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: HAPPY DOG INN CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 PM 2:50

RECEIVED
98 JAN 23 PM 1:27
DIVISION OF CORPORATIONS

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FILED
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DIVISION OF CORPORATIONS
98 JAN 23 PM 2:50

ARTICLES OF INCORPORATION

of

HAPPY DOG INN CORPORATION

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

HAPPY DOG INN CORPORATION

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate an animal boarding facility, animal grooming and retail of pet supplies and engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a nominal or par value of \$10.00. The

consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is one thousand (\$1,000.00) dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The street address of the initial principal office of this corporation is 23 Enterprise Drive, Bunnell, Florida 32110. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is 9151 Gene Johnson Road, St. Augustine, Florida 32086.

ARTICLE VII. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Jennifer A. Gunter	9151 Gene Johnson Road St. Augustine, FL 32086
Michael D. Gunter	9151 Gene Johnson Road St. Augustine, FL 32086

ARTICLE IX. SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Jennifer A. Gunter and Michael D. Gunter, joint tenants with full rights of survivorship	9151 Gene Johnson Rd. St. Augustine, FL 32086	100	\$1,000.00

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Michael D. Chiumento, Esquire, 4 Old Kings Road North, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

Jennifer A. Gunter

JENNIFER A. GUNTER

Michael D. Gunter
MICHAEL D. GUNTER

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JENNIFER A. GUNTER AND MICHAEL D. GUNTER me personally known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 1st day of Jan, 19 98.

Margaret M Pio

Notary Public, State of Florida at
Large

My commission expires:



Margaret M Pio

My Commission CC685181

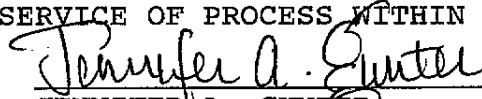
Expires October 10, 2001

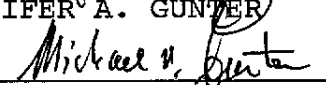
FILED
SECRETARY OF STATE
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT HAPPY DOG INN CORPORATION, DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 23 ENTERPRISE DRIVE, BUNNELL,
FLORIDA 32110, HAS NAMED MICHAEL D. CHIUMENTO, LOCATED AT 4 OLD
KINGS ROAD NORTH, PALM COAST, FLORIDA 32137, AS ITS REGISTERED
AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


JENNIFER A. GUNTER


MICHAEL D. GUNTER
Subscribers

DATE: 1/1/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


MICHAEL D. CHIUMENTO
REGISTERED AGENT

DATE: 1/1/98