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Bonnie M. Willis, P.A.

Attorney at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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March 26, 1998

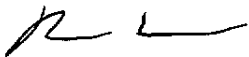
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed please find the Articles of Incorporation of Pampered Paws and Purrs, Inc. and a check for \$122.50 for the fee. If you have any questions, please contact my office.

Very truly yours,



Bonnie M. Willis

BMW/cjv

Enclosure

4-2-98
WJ

ARTICLES OF INCORPORATION

OF

PAMPERED PAWS AND PURRS, INC.

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I: NAME & ADDRESS

The name of the Corporation is **PAMPERED PAWS AND PURRS, INC.**, 4744 OKEECHOBIE ROAD, WEST PALM BEACH, FL 33417.

ARTICLE II: DURATION

The Corporation shall have perpetual existence.

ARTICLE III: PURPOSE

Animal grooming.

ARTICLE IV: CAPITAL STOCK

The Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 224 Datura Street, #815, West Palm Beach, Florida 33401 and the name of the initial Registered Agent of the Corporation at that address is Bonnie M. Willis, Esquire.

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ARTICLE VI: INITIAL BOARD OF DIRECTORS

The Corporation will have two (2) directors initially to hold office until the first annual meeting of shareholders and their successor shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of the directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and address of the initial directors of the Corporation are:

President/Treasurer-Connie Clements
Vice President/Treasurer/Secty - Betty Boyatt

ARTICLE VII: INCORPORATOR

The name and address of the person signing these Articles is: Bonnie M. Willis, Esquire, 224 Datura Street, Suite 815, West Palm Beach, Florida 33401.

ARTICLE VIII: AMENDMENTS

The power to amend these Articles of Incorporation in accordance with the law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26 day of March, -1998.



BONNIE M. WILLIS, ESQUIRE

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Bonnie M. Willis, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 26th day of March, 1998.



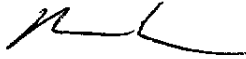
John A Kovarik
My Commission CC670543
Expires September 20, 2001


NOTARY PUBLIC

MY COMMISSION EXPIRES:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Pampered Paws and Purrs, Inc., as made in the foregoing Articles of Incorporation.

DATE: March 26, 1998 BY: 
BONNIE M. WILLIS, ESQUIRE

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