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August 15, 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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Subj: Incorporation of PETS ACROSS AMERICA, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$122.50 to cover the filing fee.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901, (407) 729-6399.

Thank you for your assistance in this matter.

Sincerely,

Ben W. Welsh

Ben W. Welsh

FILED
98 AUG 19 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SMITH AUG 20 1998.

ARTICLES OF INCORPORATION
OF
PETS ACROSS AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is PETS ACROSS AMERICA, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 25,000,000 shares of \$.001 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 616-3 Lenox Avenue, Daytona Beach, FL 32118 and the name of the initial registered agent of this corporation at that address is BEN W. WELSH.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

BEN W. WELSH
616-3 Lenox Avenue
Daytona Beach FL 32118

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 616-3 Lenox Avenue, Daytona Beach, FL 32118 and the mailing address of the corporation is 616-3 Lenox Avenue, Daytona Beach FL 32118.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

BEN W. WELSH
616-3 Lenox Avenue
Daytona Beach FL 32118

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 13TH day of AUGUST, 1998.

Ben W. Welsh
BEN W. WELSH

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared BEN W. WELSH, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 13th day of AUGUST, 1998.

Janice H. Rojas
Notary Public



Janice H. Rojas
MY COMMISSION # CC564881 EXPIRES
August 27, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That PETS ACROSS AMERICA, INC., desiring to organize
under the laws of the State of Florida, with its principal
office at 616-3 Lenox Avenue, Daytona Beach, Volusia County,
Florida 32118, has named BEN W. WELSH, located at 616-3 Lenox
Avenue, Daytona Beach, Florida 32118, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


BEN W. WELSH
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA