

P980000104529
JOSEPH BRIEN, P.A.

December 14, 1998

DIVISION OF CORP. - NEW FILINGS
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32301

700002712797--9
-12/15/98--01051--013
****122.50 *****78.75

RE: **American Animal Centers, Inc.**

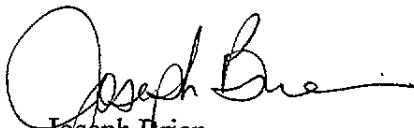
Dear Division of Incorporations:

Enclosed please find Articles of Incorporation for **American Animal Centers, Inc.**, along with a check in the amount of \$122.50 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it in the enclosed self-addressed, stamped envelope.

Thank you.

Sincerely,


Joseph Brien
Attorney At Law

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 DEC 15 AM 8:51

Articles of Incorporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

American Animal Centers, Inc.

98 DEC 15 AM 8:51

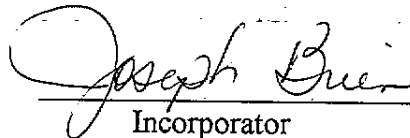
A FLORIDA CORPORATION

1. The name of the corporation is: **American Animal Centers, Inc.**
2. The purpose for which this corporation is organized is to **conduct any business considered legal in the United States, Florida and any other State.**
3. The principal place of business and mailing address of the corporation is: **1909 Harrison Street, Suite 212, Hollywood, Florida, 33020.**
4. The corporation shall have the authority to issue **one million (1,000,000)** shares of common stock, in one class only, each with a par value of **\$0.001.**
5. The registered agent of the corporation is **Joseph Brien Esquire** and the registered address is **1909 Harrison Street, Suite 212, Hollywood, Florida 33020.**
6. The initial Board of Directors shall have **One (1)** member whose name and address is as follows: **Joseph Brien, 1909 Harrison Street, Suite 212, Hollywood, Florida 33020.**

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

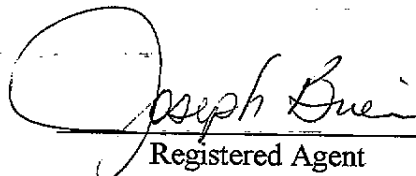
7. The incorporator of this corporation is **Joseph Brien, Esquire** and whose address is **1909 Harrison Street, Suite 212, Hollywood, Florida.**

Dated 11-4-98


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated 11-4-98


Registered Agent