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STANLEY P. KAPLAN, P.A.

SUITE 305 BISCAYNE BUILDING

19 WEST FLAGLER STREET

MIAMI, FLORIDA 33130

TELEPHONE (305) 379-1755

December 31, 1998

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-01/04/99--01061--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE

1-1-99

Re: WAGGIN' TAILS, INC.

Dear Sir/Madam:

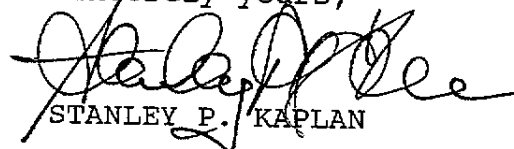
Enclosed please find an original and one copy of the Articles of Incorporation of the above-captioned corporation.

I would appreciate your filing the original of the Articles and returning the executed copy to this office with your acknowledgment of filing endorsed thereon.

I am also enclosing my check for the foregoing in the amount of \$70.00, representing the filing fee of \$35.00 and the resident agent fee of \$35.00.

Thanking you for your kind cooperation, I remain

Sincerely yours,

  
STANLEY P. KAPLAN

SPK:ab

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -4 PM 6:20

1-5-99

ARTICLES OF INCORPORATION

of

WAGGIN' TAILS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -4 PM 6:20

THE UNDERSIGNED SUBSCRIBERS to 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 ONE:

The name of this corporation is:

WAGGIN' TAILS, INC.

**EFFECTIVE DATE**

ARTICLE TWO:

1-1-99

A. The general nature of the business to be transacted by this corporation is any business authorized by law.

B. It is also authorized to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services, of every class, kind and description; except that it is not to conduct the business of a banking, safe deposit, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE THREE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock with One and 00/100 (\$1.00) Dollar par value.

ARTICLE FOUR:

The amount of capital with which this corporation will begin business shall be no less than One hundred and 00/100 (\$100.00) Dollars.

ARTICLE FIVE:

The corporation is to exist perpetually beginning on January 1, 1999.

ARTICLE SIX:

The initial post office address of this corporation in the State of Florida is: 8072 S.E. CR 25, Belleview, Florida.

ARTICLE SEVEN:

This corporation shall have 1 director(s) initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE EIGHT:

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

Name:

Addresses:

STANLEY P. KAPLAN

19 West Flagler Street, Suite 305  
Miami, Florida 33130

ARTICLE NINE:

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the initial Registered Office and initial Registered Agent of this corporation authorized to accept service of process within the State shall be STANLEY P. KAPLAN located at 19 West Flagler Street, Suite 305, in the City of Miami, County of Dade, State of Florida. The Registered Office and Registered Agent may be changed from time to time by filing with the Secretary of State of Florida a certificate designating a new Registered Office and Registered Agent without the necessity of amending these Articles of Incorporation.

ARTICLE TEN:

The name and post office addresses of each subscriber of these Articles of Incorporation are as follows:

Name:

Addresses:

STANLEY P. KAPLAN

19 West Flagler Street, Suite 305  
Miami, Florida 33130

ARTICLE ELEVEN:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

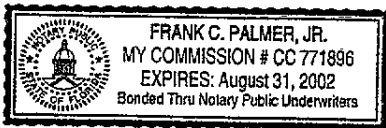
Dated at Miami, Florida this 31 day of December, 1998.

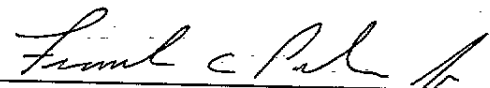
 (SEAL)  
STANLEY P. KAPLAN

STATE OF FLORIDA:

COUNTY OF DADE :

The FOREGOING INSTRUMENT was acknowledged before me this 31 day of December 1998, by STANLEY P. KAPLAN, who did personally appear before me at the time of notarization and who is/are personally known to me or produced \_\_\_\_\_ as identification.



  
Notary Public, State of Florida  
Printed Name FRANK C. PALMER JR.

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, I hereby acknowledge that I am familiar with, and do accept, the obligations of Registered Agent and agree to comply with the provisions of said Act relative to keeping open said office.

  
STANLEY P. KAPLAN  
(Registered Agent)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -4 PM 6:20