

WILLIAM J. HUDSON, P. A.

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EFFECTIVE DATE
2-2-99

February 4, 1999

P99000013527

Florida Department of Corporations
Secretary of State
P O Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

2-2-99

RE: DAPHNE-DOG, Inc.

Dear Ladies/Gentlemen:

Enclosed are one (1) original and one (1) copy of the Articles of Incorporation of DAPHNE-DOG, Inc.

Please file them accordingly and return a stamped, certified copy to me in the enclosed envelope.

Also enclosed is a check for \$122.50 to cover costs.

If you have any questions, please call me.

Sincerely,



Dawn L. Hazlett
Legal Assistant

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-02/09/99-01018-003
****122.50 *****78.75

FILED
199 FEB -9 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/dlh
enc.

One original Articles of Incorporation
One copy of Articles of Incorporation
Check
SASE

F. CHESSEN

FEB 11 1999

**ARTICLES OF INCORPORATION
OF
DAPHNE-DOG, INC.**

The undersigned, acting as incorporator of a professional services corporation for profit pursuant to Chapters 607 and 621 of the Florida Statutes, hereby propounds these Articles of Incorporation.

EFFECTIVE DATE
2-2-99

FILED
FEB - 9 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name: Principal Place of Business

The name of this corporation is DAPHNE-DOG, Inc. The principal place of business of the corporation is 17101 Pleasure Road., Cape Coral, Florida 33909.

ARTICLE II

Duration

The existence of this corporation shall commence on the date of execution of these Articles and shall continue perpetually unless terminated in accordance with law.

ARTICLE II

Purpose

The purpose of this corporation is to engage in the business as follows:

1. To engage in any business permitted by law and to do such things as are incidental, proper and necessary in the operation of said business and in carrying out any and all of its purposes.
2. To purchase or otherwise acquire, hold and deal in real and personal property and any interest therein. To establish and carry on any business which may seem calculated to enhance the value of the property or rights of the corporation or to facilitate the disposition thereof. To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of such property.
3. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or to otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.
4. To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise sell, assign, transfer, mortgage pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of the State of Florida or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds securities or evidence of indebtedness, to exercise all the rights, powers and privileges guaranty, or any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bond, securities or other obligations are or may in any manner any manner and at any time owned, held or guaranteed; and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligation; and to do all any such acts or things designed to accomplish such purpose.
5. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation. To issue bonds, promissory notes, bills of exchange, debentures and other

obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business. To secure the same by mortgage or mortgages or deeds, or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holder of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors. To sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article IV hereof.

6. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restriction as to place or amount, unless prohibited by such jurisdiction.

7. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in the company with others.

8. To do all and everything necessary and proper for the accomplishment of any of the purpose of or in furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee, or otherwise; and in general either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment or in furtherance of the purposes of the corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment hereof.

ARTICLE IV

Capital Stock

The maximum number of shares that this corporation is authorized to issue at any time is one thousand (1,000) shares of common stock, each share having a par value on One Dollar (\$1.00).

ARTICLE V

Registered Office & Agent

The street address of the initial registered office of this corporation is 17101 Pleasure Road, Cape Coral, Florida 33909. The name of the initial registered agent at such address is Susan C. Hudson.

ARTICLE VI

Directors

The initial director of the corporation and his address are William J. Hudson, 17101 Pleasure Road, Cape Coral, Florida 33909.

ARTICLE VII

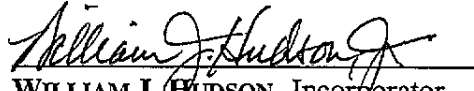
Amendment

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

ARTICLE VII
Incorporator

The name and address of the incorporator of this corporation are William J. Hudson, 17101 Pleasure Road, Cape Coral, Florida 33909.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation the 2nd day of February, 1999.


WILLIAM J. HUDSON, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Incorporation were acknowledged before me by WILLIAM J. HUDSON, as incorporator, who is personally known to me on February 2nd, 1999.




DAWN L. HAZLETT, Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

Dated February 2nd, 1999.


SUSAN C. HUDSON, Registered Agent

FILED
99 FEB -9 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA