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The Law Office of Chris M. Vorbeck, P.A.

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Sarasota, FL 34231
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CHRIS M. VORBECK, Esq.
LL.M. - Taxation

Also Admitted in Georgia

March 2, 1999

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

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-03/04/99--01068--011
*****122.50 *****78.75

SUBJECT: A. W. Kennel,
Enterprises, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and certificate of designation of registered office/agent and our check for \$122.50.

FROM: Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231
(941) 921-3124

FILED
99 MAR -4 PM 3:16
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Chris Vorbeck GAVE
AUTHORIZATION BY PHONE TO
CORRECT Change Corp. Name
DATE 3/9/99
DOC. EXAM 3/9

B. BROCK MAR 9 1999

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**ARTICLES OF INCORPORATION
FOR**

A.W. KENNEL, INC.

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

ARTICLE I

The name of the corporation shall be **A.W.KENNEL, INC.**

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The principal place of business and mailing address of the corporation shall be:

5848 Garfield Road
Venice, FL 34293

ARTICLE IV

The corporation shall have one class of stock of which there shall be Ten Thousand authorized shares having a par value of one dollar per share.

ARTICLE V

Every shareholder shall have the right to purchase his or her pro-rata share of any new stock of this corporation of the same kind, class or series as that which he or she already holds at a price which it is offered to all other shareholders.

ARTICLE VI

The initial Registered Agent of the corporation shall be Chris M. Vorbeck, located at the corporations registered office:

1801 Glengary Street
Sarasota, FL 34231

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

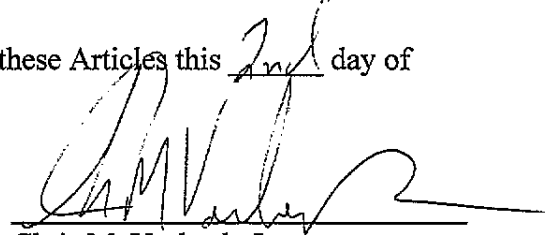
The incorporator of the corporation is:

Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231

ARTICLE VIII

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state..

The undersigned incorporators has executed these Articles this 2nd day of March, 1999.


Chris M. Vorbeck, Incorporator

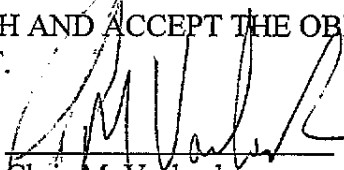
**Certificate of Designation
Registered Agent/Registered Office**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is A.W. KENNEL, INC.
2. The name and address of the registered agent and office is:

Chris M. Vorbeck
1801 Glengary Street
Sarasota, FL 34231

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Chris M. Vorbeck

3/2/99
Date

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99 MAR -4 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA