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March 16, 1999

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

20000281 1922--B

-03/19/99--01057--008

***122.50 ***78.75

RE: Articles of Incorporation
FALLIN' PINES CRITTER FARM, INC.

Dear Sir:

Enclosed please find check numbered 639, in the amount of \$122.50 to cover the cost of filing fee.

Also enclosed please find the original Articles of Incorporation along with one copy of same and two (2) Certificates Designating Place of Business for Service of Process within the State, naming the Registered Office and Agent upon whom process may be served.

Please file the enclosed Articles of Incorporation, assign a Charter Number and return same to me.

Your immediate assistance in this matter is appreciated.

Very truly yours,



SHIRLEY A. CANNAN
23643 Cemetery Road
Christmas, FL 32709

FILED
99 MAR 19 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SP 3/25

ARTICLES OF INCORPORATION
OF
FALLIN' PINES CRITTER FARM , INC.

FILED
99 MAR 19 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation is:

FALLIN' PINES CRITTER FARM , INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation is: to provide food; shelter; medical treatment and other necessities for living for farm and exotic animals, birds, reptiles, etc. who are injured, orphaned, abused or displaced and any and all other business allied thereto.

(a) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold interest therein, and to improve the property of the company, and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements, hereditaments or other property of the company.

(b) To buy, sell, and otherwise invest and deal in stocks, bonds, notes or other investments, including but not

limited to the right to hold, buy sell, lease, mortgage or otherwise encumber or lend money upon, and dispose of real and personal property of all kinds and descriptions; to own, maintain and operate lawful businesses of all kinds.

(c) Insofar as the law of private corporations will permit; to create a fund for investment purposes available to stockholders and to maintain, control, invest and reinvest the proceeds of such fund.

(d) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investments, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and other evidences of indebtedness of any corporation, or common law trust, now or thereafter existing, and whether created by or under the laws of the State of Florida, or otherwise, and while owners of any said shares of capital stock or bonds or other property to exercise all rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate

property, or other instruments to secure the payment of corporate indebtedness as may be required.

(f) 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 with goods, wares, merchandise, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building/loan association, mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

(g) As landlord or tenant, to rent, sublet, maintain and construct in whole or part, lands, buildings and houses, and to construct, operate, own and dispose of hotels, restaurants, trailer courts, motels, and other commercial property.

(h) To make and issue promissory notes or debentures containing provisions deferring the payment thereof until all other classes of debts/obligations of the corporation have been paid or provided for, and making the holders of such debentures inferior in right to other classes of creditors, and providing that other classes of creditors shall be preferred in the payments of their claims to be holders of such debentures, and that in case of dissolution or liquidation, all creditors of the corporation other than the debenture holders shall be entitled to full payment of their claims before any part of the assets of the corporation shall be

applied to the payment of such debentures; such debentures to be in such form and provisions as the Board of Directors may prescribe.

(i) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, patents, both domestic and foreign, copyrights, trademarks, and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

(j) To enter into contracts of guaranty.

(k) To make and enter into all contracts necessary and proper to the conduct of its business, including, but not limited to: contracts with the Government of the United States, the State of Florida, and counties and municipalities.

(l) To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the powers enumerated in this Articles of Incorporation or any amendment thereof, 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 incidental to the accomplishment of the purposes or the attainment of the objects or furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purpose and objects set forth in this Articles of Incorporation or any amendment thereof.

(m) To have one or more offices, 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.

(n) The Corporation shall have the powers authorized by Florida Statutes 607.011 and other statutes, Court decisions or laws of the State of Florida.

(o) The foregoing paragraph shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation as authorized by the laws of the State of Florida.

ARTICLE III.

The maximum number of shares of stock that this Corporation is authorized to have issued and outstanding at any time is: Five Hundred (500) shares of Common stock, at One and 00/100 Dollar (\$1.00) per par value per share. The consideration of issuance of said shares of stock, or any part thereof, shall be money current of the United States of America, or property or services of value to be fixed and determined by the Board of Directors of this Corporation at any meeting of the Board; but a determination concerning the issuance of certain of the Corporation's shares of stock shall not in any way fix or determine the value of shares later to be issued out of the remaining authorized but unissued

stock. Whenever any share or shares of stock are issued in consideration of payments to be made in property or in services, the fair and just value of the property to be transferred or the services to be performed shall be fixed by the Board of Directors of this Corporation at any regular meeting of the Board of Directors or at any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decisions of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the Corporation and the stockholders thereof. Any and all shares of stock of this Corporation shall be issued for the consideration fixed and determined as aforesaid, whether said consideration be cash, property or services, and any all shares of the corporation stock so issued shall be deemed fully paid and nonassessable. Stockholders may include in agreements between themselves limitations upon the transferability, the assignment of stock; options concerning purchase of stock offered for sale and options concerning purchase of stock in case of death of stockholders; and conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of stock. The stock certificates may contain the restrictions and matters contained in stockholders agreement by reference.

ARTICLE IV.

The amount of capital with which the Corporation shall begin shall be not less than Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V.

The street address of the principal office of the proposed Corporation in this State shall be: 23643 Cemetery Road, Town of Christmas, Florida 32709; and the mailing address shall be: 23643 Cemetery Road, Christmas, Florida 32709, and the Board of Directors may from time to time move the principal office to any other address in the State of Florida. The street address of the initial registered agent office of this Corporation is: 23643 Cemetery Road, Christmas, Florida 32709, and the name of the initial registered agent of this Corporation at that address is: **SHIRLEY A. CANNAN.**

ARTICLE VI.

This Corporation shall have perpetual existence.

ARTICLE VII.

The initial Board of Directors shall consist of not less than one (1) and not more than five (5) directors, who, subject to the provisions of the by-laws and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successor is elected and qualified, and their name and street address is as follows:

NAME:

SHIRLEY A. CANNAN
President/Tres.

ELEANOR HERSTOL
V.P.

JUDY QUALLS
Secretary

ADDRESS:

23643 Cemetery Road
Christmas, Florida 32709

23643 Cemetery Road
Christmas, Florida 32790

23643 Cemetery Road
Christmas, Florida 32790

ARTICLE VIII.

The name and street address of the subscriber to the Articles of Incorporation is as follows:

SHIRLEY A. CANNAN
23643 Cemetery Road
Christmas, FL 32709

ARTICLE IX.

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 stockholders present and entitled to vote.

IN WITNESS WHEREOF, I, SHIRLEY A. CANNAN, the subscriber above named as Incorporator of the hereinabove described Corporation, have hereunto set my hand and seal this 16th day of March, 1999.


SHIRLEY A. CANNAN

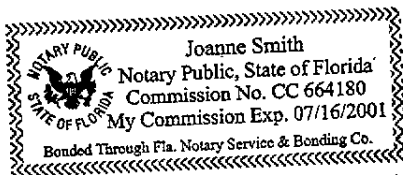
STATE OF FLORIDA)
COUNTY OF BREVARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, SHIRLEY A. CANNAN, to me well known to be the person described in and who executed the foregoing or attached Articles of Incorporation, and that she acknowledged before me that she executed the said Articles of Incorporation as her free and voluntary act and deed for the uses and purposes therein set forth and expressed. I relied upon the following form(s) of identification of the above named person:

FL DL LIC C550-781-48 and that an oath (was) (was not) taken.
686-D

WITNESS my hand and official seal in the County and State last
aforesaid this 16th day of March, 1999.

Joanne Smith
Notary Public



CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE,
NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
99 MAR 19 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

First ----- That FALLIN' PINES CRITTER FARM , INC., desiring to organize under the laws of the State of Florida with it's principal office, as indicated in the Articles of Incorporation, at City of Christmas, County of Orange, State of Florida, has named SHIRLEY A. CANNAN, located at: 23643 Cemetery Road, City of Christmas, County of Orange, State of Florida, as it's Agent to accept service of process within this State and 23643 Cemetery Road, City of Christmas, County of Orange, State of Florida, 32709, as it's registered office.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Shirley A. Cannan
SHIRLEY A. CANNAN
(Registered Agent)

FALLIN' PINES CRITTER FARM , INC.