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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
99 MAY 10 PM 12: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5

Examiner's Initials

5/12

**ARTICLES OF INCORPORATION
OF**

KELLOGG'S KENNEL, INC.

FILED
99 MAY 10 PM 12:54
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 for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be KELLOGG'S KENNEL, INC.

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of the kennel business and engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having \$.10 par value per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 3215 46th Avenue North, St. Petersburg, Florida 33714, and the name of the initial registered agent of

this Corporation at that address is Jeffrey L. Kellogg.

ARTICLE VI - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-Laws, but the number of Directors shall never be less than one (2).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
SHELLY L. KELLOGG, Chairperson	3215 46th Avenue N. St. Petersburg, FL 33714
JEFFREY L. KELLOGG	3215 46th Avenue N. St. Petersburg, FL 33714

The persons named as Directors of the Corporation are of full age and residents of the United States.

ARTICLES VIII - INITIAL OFFICERS

The Corporation's initial officers shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
JEFFREY L. KELLOGG, President	3215 46th Avenue N. St. Petersburg, FL 33714
SHELLY L. KELLOGG, Vice-President Secretary, Treasurer	3215 46th Avenue N. St. Petersburg, FL 33714

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is JEFFREY L. KELLOGG, whose address is 3215 46th

Avenue N., St. Petersburg, Florida 33714.

ARTICLE X - BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors at the organizational meeting; thereafter the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders of the Corporation.

ARTICLE XI - PRINCIPAL OFFICE

The principal office of this Corporation shall be 3215 46th Avenue N., St. Petersburg, Florida 33714.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 21st day of April, 1999.

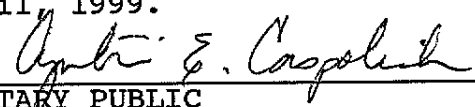


JEFFREY L. KELLOGG, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

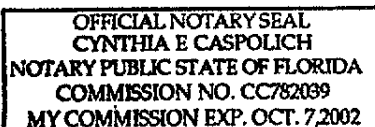
BEFORE ME, the undersigned authority, personally appeared JEFFREY L. KELLOGG, who provided FL DL as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State of named above this 21st day of April, 1999.



NOTARY PUBLIC

My Commission Expires:



FILED
99 MAY 10 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

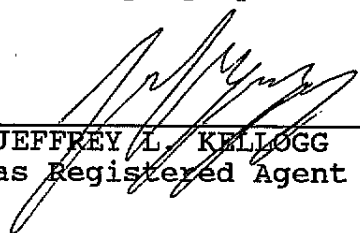
SHELLY L. KELLOGG, Initial President of the Corporation

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That Kellogg's Kennel, Inc., desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at City of St.
Petersburg, County of Pinellas, State of Florida, has named
JEFFREY L. KELLOGG located at 3215 46th Avenue N., St. Petersburg,
Florida 33714, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

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.



JEFFREY L. KELLOGG
as Registered Agent