

P99000048372

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

800002883678--3
-05/24/99-01060-011
*****70.00 *****70.00

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for THE PAW SPA, INC.
along with a check in the amount of \$70.00
for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to
me with the filing date stamped on it.

Thank you,

Sherry S. Ziebel
PRESIDENT



Ms. Sherry S. Ziebel
11034A Lokanotosa Trl
Orlando FL 32817-3002

The Humane Society of the United States

FILED
99 MAY 24 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
5-27-99
2

Articles of Incorporation

FILED
99 MAY 24 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

THE PAW SPA, INC.

2. The principal place of business and mailing address of the corporation is:

7124 ALOMA AVE STE G
WINTER PARK, FL 32792

3. The corporation shall have the authority to issue 1,000 shares of common stock, in one class only, each with a par value of \$1.00.

4. The registered agent of the corporation is DEBBIE POWELL and the registered address is 203 JONESBURY CT., LONGWOOD, Florida 32779.

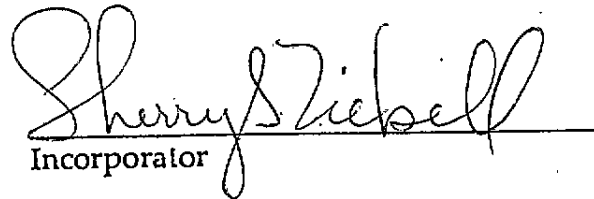
5. The initial Board of Directors shall have 2 member(s) whose name(s) and address(es) is/are as follows:

<u>SHERRY ZIEBEL</u>	<u>DEBBIE POWELL</u>
<u>11034A LOKANOTOSA TRAIL</u>	<u>203 JONESBURY CT.</u>
<u>ORLANDO, FL 32817</u>	<u>LONGWOOD, FL 32779</u>

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

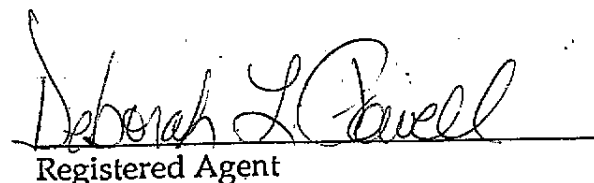
6. The incorporator of this corporation is SHERRY ZIEBEL whose address is 1103A LOKANOTAOSA TRAIL, ORLANDO, FL 32817

Dated May 17, 1999


Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated May 17, 1999


Registered Agent