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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Buster's Total Dog Care Center Inc.

☐ Walk In

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☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

☐ Certificate of FICTITIOUS NAME

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☐ CORP SEARCH

Ordered By: _____

FILED
99 JUN -7 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
JUN 7 1999

ARTICLES OF INCORPORATION
OF
BUSTER'S TOTAL DOG CARE CENTER, INC.

FILED
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TALLAHASSEE, FLORIDA

ARTICLE I

Name and Mailing Address. The name of this corporation is BUSTER'S TOTAL DOG CARE CENTER, INC. and its mailing address is 1440 Gladiolas Drive, , Winter Park, FL 32792.

ARTICLE II

Business and Activities. This corporation may, and is authorized to, engage in the business of pet grooming and retail sales or any other activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 1132 Symonds Avenue, Winter Park, FL 32789 and the name of the initial registered agent of this corporation at that address is Gary M. Berkson.

ARTICLE VI

Preemptive Rights. Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of each member of this corporation's first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Michelle M. Grillo	1440 Gladiolas Drive, Winter Park, FL 32792

ARTICLE IX

Subscriber. The name and street address of each subscriber to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Gary M. Berkson	1132 Symonds Avenue Winter Park, FL 32789

ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE XI

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 4th day of June, 1999

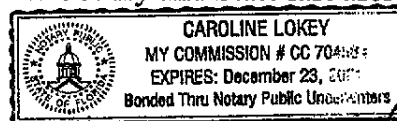


Gary M. Berkson

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Gary M. Berkson, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of June, 1999.



NOTARY PUBLIC



CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT

BUSTER'S TOTAL DOG CARE CENTER, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. BUSTER'S TOTAL DOG CARE CENTER, INC., desiring to organize under and in accordance with laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 1132 Symonds Avenue, Florida 32789, has named Gary M. Berkson whose business office is located at 1132 Symonds Avenue, Winter Park, County of Orange, State of Florida, its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for BUSTER'S TOTAL DOG CARE CENTER, INC., I hereby accept the designation and agree to act as the Registered Agent of said corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.



Gary M. Berkson

Dated: June 4, 1999

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99 JUN - 7 PM 12: 26
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TALLAHASSEE, FLORIDA