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Florida Department of State
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To:

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Account Name : ACE INDUSTRIES, INC.
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FLORIDA PROFIT CORPORATION OR P.A.
THE MIDDLEBURG KENNEL, INC.

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H99-14500

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: THE MIDDLEBURG KENNEL, INC.

Address of Corporation: 2556 HOLLY POINT RD. EAST

ORANGE PARK, FL 32073

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100 , with a par value of \$10.00 .
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: PAMELA H. KICKLIGHTER

REGISTERED OFFICE: 2556 HOLLY POINT RD. EAST

ORANGE PARK, FL 32073

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

06 / 14 / 99
Date


Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. PAMELA H. KICKLIGHTER, 2556 HOLLY POINT RD. EAST, ORANGE PARK, FL 32073
- 2.
- 3.

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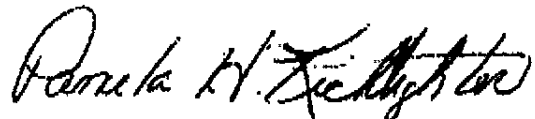
Article 5: The NAME and ADDRESS of the INCORPORATOR is:

PAMELA H. KICKLIGHTER

2556 HOLLY POINT RD. EAST

ORANGE PARK, FL 32073

In witness whereof, I have subscribed my name:


Signature of Incorporator

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Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571