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99 JUL -6 PM 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Secretary of State, Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

FROM: CHRISTOPHER C. CATHCART, ESQ.

RE: A TOUCH OF CLASS DOG GROOMING, INC./Corporate
File No. 912.001

200002923802--7

-07/06/99--01109--016

DATE: June 28, 1999

*****78.75 *****78.75

- ENCLOSED: (1) Original and one copy of the Articles of Incorporation
(2) This firm's check in the amount of \$78.75; and
(3) Return envelope.

The following enclosures are forwarded for action indicated by check mark below.

___ For your file.

___ Response due.

___ Please file with
court file.

___ Invoice - Please
make direct payment.

___ Signature.

___ Deposition scheduled:

X

Other: *Please file the Articles and return a certified copy of the Articles of Incorporation for the above corporation.*

COMMENTS: Thank you for your time and attention in this matter.

D. BROWN JUL 1 4 1999

ARTICLES OF INCORPORATION

OF

A TOUCH OF CLASS DOG GROOMING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE.

The name of this corporation is A Touch of Class Dog Grooming, Inc. and its principal office is located at 723 E. Colonial, Suite 210, Orlando, FL 32803.

ARTICLE II. PET GROOMING SERVICE

The general nature of the business to be transacted by this corporation is:

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 and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

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 nominal or par value of One Dollar (\$1.00) per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE IV. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V. ADDRESS OF INITIAL PRINCIPAL OFFICE AND NAME OF REGISTERED AGENT.

The street address of the principal office of this corporation in the State of Florida is 723 E. Colonial Drive, Suite 210, Orlando, FL 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Carol J. Sullivan, whose business address is 723 E. Colonial Drive, Suite 210, Orlando, FL 32803.

ARTICLE VI. DIRECTORS.

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS.

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Carol J. Sullivan	723 E. Colonial Drive Suite 210 Orlando, FL 32803

ARTICLE VIII. INCORPORATOR.

The name and address of each incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Doris L. Primicerio	723 E. Colonial Drive Suite 210 Orlando, FL 32803
Carol J. Sullivan	723 E. Colonial Drive Suite 210 Orlando, FL 32803

ARTICLE IX. AMENDMENT.

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 stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED the 8th day of June, 1999.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

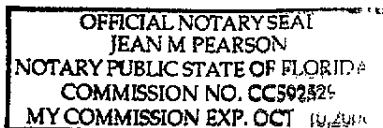
Signature of Incorporator

CS Sullivan
CAROL J. SULLIVAN

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared CARL J. SULLIVAN, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that she executed the same for the uses and purposes therein expressed. That he is personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the State and County named above this 8th day of June, 1999.



Jean M. Pearson
Notary Public
Print Name: Jean Pearson
Commission No.: CC592326
My Commission Expires: Oct. 10, 2000

ACCEPTANCE BY REGISTERED AGENT

CAROL J. SULLIVAN, having been named as the Registered Agent in the foregoing Articles of Incorporation of A TOUCH OF CLASS DOG GROOMING, INC. to accept service of process for the corporation at 723 E. Colonial Drive, Suite 210, Orlando, FL 32803 hereby agrees to act as the Registered Agent and comply with the laws of the State of Florida relative to such position.

CS Sullivan
Registered Agent

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