

Law Offices Of
Laura Layne Walker
8901 North Armenia Avenue
Tampa, Florida 33604-1041

Area Code 813
Telephone: 936.8803
Fax: 936.8903

P99000072/27
August 4, 1999

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

Re: Articles of Incorporation
OLDE SOUTHERN KENNELS, INCORPORATED

Dear Sirs:

Please find enclosed the Certificate of Designation and the Articles of Incorporation for OLDE SOUTHERN KENNELS, INCORPORATED. A check is enclosed, made out to the Secretary of State, in the sum total of \$78.75 for the filing fees and certified copies. Please return same in the attached self-addressed return envelope.

Thank you for your assistance. I would also request that if the above name is no longer available that your office call me at once.

Please do not hesitate to call if you have any questions.

Sincerely,

Laura L. Walker

Laura L. Walker, Esquire
LLW/kc

400002954064--4
-08/09/99--01076--007
*****78.75 *****78.75

Enclosure(s)

Articles of Incorporation (original and duplicate)
Certificate of Designation (original and duplicate)
Check # 6093 in the sum total of \$78.75
Self-addressed return envelope

cc: file
client

D. BROWN AUG 12 1999

ARTICLES OF INCORPORATION
OF
OLDE SOUTHERN KENNELS, INCORPORATED

FILED
99 AUG -9 PM 6:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is "OLDE SOUTHERN KENNELS, INCORPORATED," (hereinafter referred to in this document as "the Corporation").

ARTICLE II

DURATION

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the initial principal place of business of the Corporation is 401 Duque Road, Lutz, Florida 33549, and the name of the initial Registered Agent of this Corporation is, Myra Lynnette Furman, whose address is 401 Duque Road, Lutz, Florida 33549.

ARTICLE IV

PURPOSES

The general nature of the business or business to be transacted by this Corporation, and the objects or purposes to be transacted, promoted, or carried on are to engage in any activities or business purposes permitted under the laws of the United States of America or the State of Florida.

ARTICLE V

STOCK

The Corporation shall have the authority to issue Five Thousand (5,000) shares of common stock, with a par value of One Dollar (\$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 VI

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of two (2) member(s). The number of directors may be increased or decreased from time to time by vote of the Board of Directors or the shareholders in accordance with the By-Laws of this Corporation.

The names and addresses of the initial Director(s) who shall serve as initial Directors until their successor or successors and who are duly qualified is/are as follows:

NAME

ADDRESS:

Myra Lynnette Furman

401 Duque Road
Lutz, Florida 33549

Charles Dana Furman III

401 Duque Road
Lutz, Florida 33549

ARTICLE VII

BY-LAWS

By-Laws of the Corporation may be adopted, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE VIII

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any Director, at a regular or special business meeting of the Board of Directors at which a majority vote is required, at such meeting properly called and noticed as provided in the By-Laws. Upon such approval, such an Amendment must also be forwarded to the Secretary of State of the State of Florida and filed and approved by him before the same shall become effective.

ARTICLE IX

SPECIAL PROVISIONS

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this Corporation:

a. No contract or other transaction between this Corporation and any other Corporation.

b. No act of this Corporation shall in any way be affected or invalidated by the fact that any of the Director(s) of this Corporation is pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

c. Any Director(s) of this Corporation who is also a Director or Officer of such other Corporation, or who is so interested, may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other Corporation or not interested.

ARTICLE X

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her 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 XI

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 By-Laws of this Corporation.

ARTICLE XII

INCORPORATOR

The Incorporator of OLDE SOUTHERN KENNELS, INCORPORATED, is as follows:

NAME ADDRESS:

Myra Lynnette Furman 401 Duque Road
Lutz, Florida 33549

Signed by the Incorporator this 3 day of August, 1999.


Myra Lynnette Furman

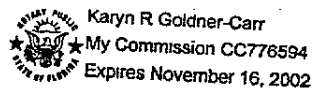
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me this day, personally appeared Myra Lynnette Furman to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on this 3 day of August, 1999.

Karyn R Goldner-Carr
NOTARY PUBLIC
MY COMMISSION EXPIRES:

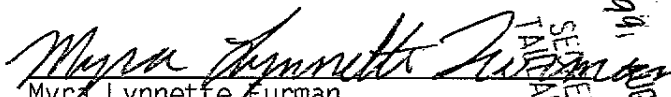
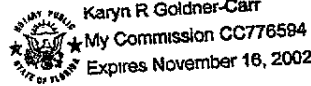
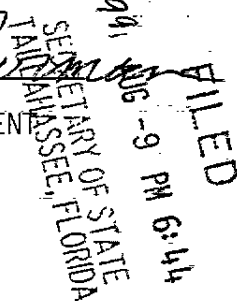


CERTIFICATE OF DESIGNATION

The Registered Agent of **OLDE SOUTHERN KENNELS, INCORPORATED**, is hereby designated as:

Myra Lynnette Furman
401 Duque Road
Lutz, Florida 33549

This certificate shall constitute an acceptance of the appointment of the Registered Agent simultaneous with the designation pursuant to Florida Statute 607.034(3).


Myra Lynnette Furman
INCORPORATOR and REGISTERED AGENT



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me this day, personally appeared Myra Lynnette Furman, as Incorporator and Registered Agent of OLDE SOUTHERN KENNELS, INCORPORATED, to me known and known to me to be the individual described in and who executed the foregoing Certificate of Designation.

WITNESS my hand and official seal in the County and Stated named above on this 3 day of August, 1999.


NOTARY PUBLIC
MY COMMISSION EXPIRES:

Karyn R. Goldner-Carr
My Commission CC776594
Expires November 16, 2002