



THE UNITED STATES CORPORATION COMPANY

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99 AUG 16 AM 8:25

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 342948 7176554

AUTHORIZATION : Patricia Pzyut

COST LIMIT : \$ 70.00

ORDER DATE : August 16, 1999

ORDER TIME : 3:22 PM

ORDER NO. : 342948-005

CUSTOMER NO: 7176554

CUSTOMER: Brian Waxman, Esq FOUNDATION CAPITAL FOUNDATION CAPITAL 122 Olympus Way

000002961440--1

Jupiter, FL 33477

DOMESTIC FILING

NAME: TEN THOUSAND DOLLAR DOG, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 8/17/99 RECEIVED AUG 16 1999

**ARTICLES OF INCORPORATION
OF
TEN THOUSAND DOLLAR DOG, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of the corporation shall be TEN THOUSAND DOLLAR DOG, INC.

ARTICLE II

The principal office and mailing address of the Corporation is 1302 Ocean Dunes Circle, Jupiter, Florida 33477.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue 500 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V

The period of the Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered office of the Corporation is 1302 Ocean Dunes Circle, Jupiter, Florida 33477; and the initial Registered Agent of the Corporation at that address is ARLINE R. TREZZA.

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is one (1), whose name and address is as follows:

ARLINE R. TREZZA
1302 Ocean Dunes Circle
Jupiter, Florida 33477

ARTICLE VIII

The name and address of the Incorporator is as follows:

ARLINE R. TREZZA
1302 Ocean Dunes Circle
Jupiter, Florida 33477

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities Incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of TEN THOUSAND DOLLAR DOG, INC. for the uses and purposes aforesaid this 12th day of August, 1999.


ARLINE R. TREZZA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First, that TEN THOUSAND DOLLAR DOG, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1302 Ocean Dunes Circle, Jupiter, Florida 33477, County of Palm Beach, State of Florida, has named ARLINE R. TREZZA of the same address as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 12th day of August 1999.


ARLINE R. TREZZA
Registered Agent