

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P99000095203

Happy Paws Doggie Day
Care, Inc

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

Signature _____

Requested by: CS

Name _____

Date 10/28

Time 12:02

5 Walk-In _____

Will Pick Up _____

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

99 OCT 28 PM 2:27
RECEIVED
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FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

99 OCT 28 PM 1:28
RECEIVED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

10/28

APPROVED
FILED
99 OCT 28 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION FOR

The undersigned, acting as incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

I

Name of Corporation

The name of the corporation shall be **Happy Paws Doggie Day Care, Inc.**

II

Purposes

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including caring for dogs during the day and boarding dogs and to do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered office is 2400 West Cypress Creek Road, Suite 100, Ft. Lauderdale, Florida 33309 and the name of its initial registered agent at said address is Debra L. Steinsaltz.

VI

Principal Address

The principal address of this corporation is 2400 West Cypress Creek Road, Suite 100, Ft. Lauderdale, Florida 33309.

VII

Incorporator

The name and address of the Incorporator is as follows:

Debra L. Steinsaltz, 4230 Greenbriar Lane, Weston, Florida 33331.

Cara Osborn, 315 Somerset Way, Weston, Florida 33326.

VIII

Board of Directors

The corporation shall have a Board of Directors consisting off one (2) people. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and addresses of the initial Directors of this corporation are:

Debra L. Steinsaltz, 4230 Greenbriar Lane, Weston, Florida 33331.

Cara Osborn, 315 Somerset Way, Weston, Florida 33326.

IX

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII


Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment

be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 22nd day of OCTOBER, 1999.


Debra L. Steinsaltz (Incorporator)

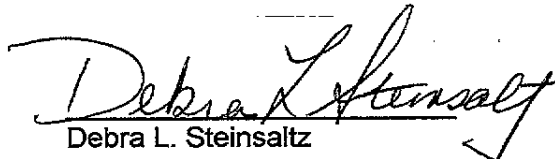

Cara Osborn (Incorporator)

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

Happy Paws Doggie Day Care desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at 2400 West Cypress Creek Road, Suite 100, City of Ft. Lauderdale, County of Broward, State of Florida, has named Debra L. Steinsaltz as its registered agent to accept service of process within this state.

Acknowledgment and Acceptance

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.


Debra L. Steinsaltz
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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