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Florida Department of State  
Division of Corporations  
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Phone : (305) 541-3694  
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TALLAHASSEE, FLORIDA

**FLORIDA PROFTT CORPORATION OR P.A.**

**PAWCARE, CORPORATION**

Certificate of Status	0
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(5)

**ARTICLES OF INCORPORATION  
OF  
Pawcare, Corporation**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be **Pawcare, Corporation.**

**ARTICLE II  
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III  
CAPITAL STOCK**

The corporation is authorized to issue 10,000,000 shares of \$0.01 par value common stock which shall be designated "Common Shares" and the corporation is authorized to issue 5,000,000 shares of \$1.00 par value preferred stock which shall be designated "Preferred Shares" The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Preferred Shares, to be voted cumulatively.

**ARTICLE IV  
ADDRESS**

The street address of the initial registered office of the corporation shall be 16336 Shadow Court, Miami, Florida 33014, and the name of the initial Registered Agent for the corporation at that address is Joseph S. Barcie.

**ARTICLE V  
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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**ARTICLE VI**  
**TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII**  
**LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE VIII**  
**SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Joseph S. Barcie; 16336 Shadow Court, Miami, Florida 33014

James V. McGoodwin; 2 Winona Lane, Sea Ranch Lakes, Florida 33308

ONE VACANCY

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator is: Joseph S. Barcie, 16336 Shadow Court, Miami, Florida 33014

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this  
2nd day of November, 1999.

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Incorporator: \_\_\_\_\_



STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was executed and acknowledged before me this 2nd day of  
November, 1999, by Joseph S. Barcie.

(SEAL)

  
Notary Public State of Florida  
My Commission Expires:



SCOTT GREENFIELD  
COMMISSION # CG 83088  
EXPIRES FEB 16, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

H99000027849

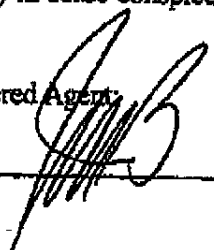
**H9900002784 9****DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, County of Miami-Dade, a corporation organizing under the laws of the State of Florida with its principal office located at 16336 Shadow Court, Miami, Florida 33014 has named Joseph S. Barcie, whose address is 16336 Shadow Court, Miami, Florida 33014, as its Agent to accept service of process within this State.

**ACCEPTANCE**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

  
\_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this day personally appeared JOSEPH S. BARCIE, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 2nd day of November, 1999.

  
Notary Public State of Florida

(SEAL)



My Commission Expires:

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