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From: JOHNSON, BLAKELY

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## Florida Department of State

Division of Corporations

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## BASIC AMENDMENT

### PAWCARE, CORPORATION

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PawCare CORPORATION**

The undersigned, as the President of PawCare CORPORATION, does hereby certify that the Amended and Restated Articles of Incorporation provided for herein were adopted by the stockholders and directors on the 23 day of December, 1999.

1. Amendment Adopted: The Articles of Incorporation have been Amended and Restated in their entirety and are hereby adopted to read as follows:

**"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**

This corporation shall be authorized to issue two classes of capital stock to be designated respectively preferred stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of

Prepared by:  
Michael T. Cronin, Esquire  
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Clearwater, Florida 33756  
(727) 461-1818  
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Preferred Stock the corporation shall have authority to issue is 5,000,000 shares (par value \$.01), and the total number of shares of Common Stock the corporation shall have authority to issue is 10,000,000 shares (par value \$.001). The Preferred Stock authorized by this Certificate of Incorporation shall be issued in series. The Board of Directors is authorized to establish series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series including:

- (1) the designation of each series and the number of shares that shall constitute the series;
- (2) the rate of dividends, if any, payable on the shares of each series, the time and manner of payment and whether or not such dividends shall be cumulative;
- (3) whether shares of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (4) sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable;
- (5) the amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the manner and preference of such payment;
- (6) voting rights, if any, on the shares of each series and any conditions upon the exercisability of such rights.

The holders of Common Stock shall be entitled to one vote for each share held at all meetings of the Stockholders of the corporation.

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  
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI  
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 costs 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 VII  
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 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

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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 at 16336 Shadow Court, Miami, Florida 33014; and James V. McGoodwin at 2 Winona Lane, Sea Ranch Lakes, Florida 33308. There shall be one vacancy on the Board of Directors.

ARTICLE VIII  
INCORPORATOR

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

2. Stockholder Approval: All of the stockholders entitled to vote on the Amended and Restated Articles of Incorporation have approved same. The holders of a majority of the outstanding shares of the Corporation's Common Stock entitled to vote approved the Amended and Restated Articles of Incorporation by a Special Corporate Action by Written Consent of Shareholders such that the number of votes cast for the same was sufficient for approval by the shareholders. Prompt notice of this action was provided to all stockholders of the Corporation in accordance with Chapter 607 of the General Corporate Laws of the State of Florida and the provisions of the Corporation's Articles of Incorporation and Bylaws.

3. All other provisions of the Articles of Incorporation remain the same as originally filed.

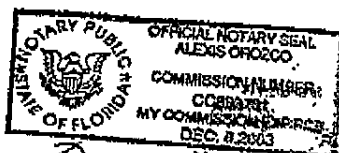
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the 23 day of December, 1999.

PawCare CORPORATION,  
a Florida corporation

By: \_\_\_\_\_

Joseph S. Barcie, President

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