

**CORPORATE
ACCESS,
INC.**

P99 000098376

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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FILE

1.) Puppies & Kittens III Inc.
(CORPORATE NAME & DOCUMENT #)

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-11/09/99-01052-005
*****78.75 *****78.75

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

RECEIVED
99 NOV - 9 AM 10:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 NOV - 9 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PUPPYS & KITTENS III INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the Florida Statutes, as amended.

ARTICLE I - NAME

The name of this corporation shall be:
Puppys & Kittens III Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is:

13101 Joy Road
Ashland, MO 65010

ARTICLE III - DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the following purpose:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes §607.0302, et. seq., as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One and NO/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be either increased or decreased from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. Any and all powers and duties conferred to or imposed upon the Board of Directors, shall be by a resolution of the shareholders and/or contained within the duly adopted Bylaws of the corporation.

The names and addresses of the initial directors are:

Donald L. Wood
13101 Joy Road
Ashland, MO 65010

Ronald O. Grotewiel
2810 Wild Plum Court
Columbia, MO 65201

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE IX - INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X - AMENDMENT

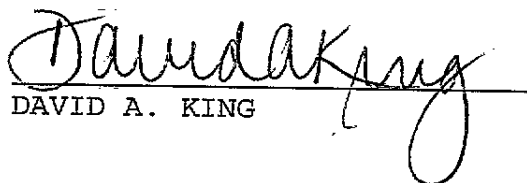
The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote (greater than 50%) of the voting stock of the corporation that is present, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 4th day of November, 1999.


DAVID A. KING

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

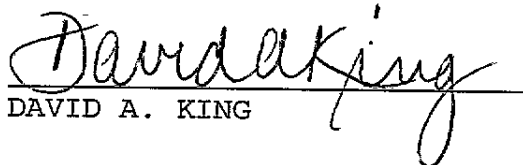
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

Puppys & Kittens III Inc.,
desiring to organize under the laws of the State of Florida, with
its principal office as indicated in the Articles of
Incorporation in the State of Florida, has named as its agent to
accept service of process within this State:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of
process for the above stated corporation, at the place designated
in this certificate, I hereby agree to act in this capacity, and
agree to comply with the provisions of said Act.


DAVID A. KING

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TALLAHASSEE, FLORIDA