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TERRY AND FRAZIER, P. A. Attorneys and Counselors at Law SUITE 1501

255 SOUTH ORANGE AVENUE ORLANDO, FLORIDA 32801

T. SCOTT FRAZIER DAVID E. TERRY

November 9, 1999



State of Florida Division of Corporations 409 East Gaines Street Tallahassee, Florida 32314

-11/12/99--01020--014 *****78.75 *****78.75

Re:

Incorporation of Paws & Claws & Stuff, Inc.

Our File No.: 1010/9901

Dear Sir/Madam:

Enclosed herewith please find the Articles of Incorporation and a copy of same for the above referenced corporation, and our firm's check in the amount of \$78.75, representing the following fees:

Filing Fee	\$35.00
Certified Copy	\$8.75
Registered Agent Designation	\$35.00

Please certify the enclosed copy, and return same to this office as soon as possible. We are enclosing a self-addressed, stamped envelope for expeditious return of the filed certified copy.

If you have questions regarding this matter, please do not hesitate to contact our offices immediately. Thank you for your cooperation regarding this matter.

Very truly yours.

David E. Terry

DET/sh **Enclosures** A:7387

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ARTICLES OF INCORPORATION

<u>OF</u>

PAWS & CLAWS & STUFF, INC.

ARTICLE I - NAME

The name of this corporation is "PAWS & CLAWS & STUFF, INC."

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value Series One Voting Common Stock, and seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) per value Series One Non-voting Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 808 Mellowood Avenue, Orlando, Florida 32825, and the name of the initial registered agent of this corporation at that address is **Casey K. Frison**. The principal office or principal place of business of the corporation is 808 Mellowood Avenue, Orlando, Florida 32825.

SECRETARY OF STATE

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director is as follows:

Casey K. Frison

808 Mellowood Avenue Orlando, Florida 32825

<u> ARTICLE VII - INCORPORATOR</u>

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

Casey K. Frison

808 Mellowood Avenue Orlando, Florida 32825

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

If any two or more shareholders or subscribers to stock of the corporation shall enter into an agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate, or transfer on the books of the corporation, any or all of the stock of the corporation held by them, and if a copy of said agreement shall be filed with the corporation, all certificates of shares of stock subject to such abridgements, limitations, or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of such agreement or by-law, as the case may be.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of November, 1999.

Casey K 7 ruson
Casey K. Frison

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing was acknowledged, subscribed, and sworn to before me by Casey K. Frison, on the 5th day of November, 1999, who executed the foregoing instrument for the purposes expressed therein and are either:

personally known to me; or

produced Florida Awers lieuse as identification, **X**

and did take an oath.

Notary Public (Signature)

David E. Terry MY COMMISSION # CC652996 EXPIRES June 29, 2001

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of PAWS & CLAWS & STUFF, INC.

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