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LAW OFFICES OF
MICHAEL J. SANTUCCI, P.A.

BY:

Philip Al Duvlsaint, Esquire

DEC 6 1999

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **ELITE K-9 KENNELS, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3910 NW 49th Street
Tamarac, Florida 33321

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000)

ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

ARTICLE VI INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

JAMES SCHWINN
3910 NW 49th Street
Tamarac, Florida 33321

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

JAMES M. SCHWINN
2900 SW 148th Avenue
Davie, FL 33331

ARTICLE VIII BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two (2) and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until his successors are elected and qualified are:

Officer: JAMES SCHWINN
5220 S. W. 6th Street
Plantation, FL 33317

Officer: DANIEL BUCKEY
169 Andover Drive
Wayne, N. J. 07470

Officer: MARIANN F. BUCKEY
169 Andover Drive
Wayne, NJ 07470

Officer: CYNTHIA M. SCHWINN
5220 SW 6th Street
Plantation, FL 33317

Officer: MICHELLE SCHARMER
7686 Cedar Hurst Court
Lake Worth, FL 33467

ARTICLE IX OFFICERS

The names and addresses of the initial officers who are to serve until the first annual meeting of the shareholders or until their successors are elected and qualified are:

President: JAMES SCHWINN
5220 S. W. 6th Street
Plantation, FL 33317

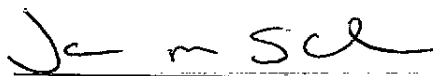
Executive Vice-President: DANIEL BUCKEY
169 Andover Drive
Wayne, NJ 07470

Vice President: MARIANN F. BUCKEY
169 Andover Drive
Wayne, NJ 07470

Vice President: CYNTHIA M. SCHWINN
5220 SW 6th Street
Plantation, FL 33317

Secretary/Treasurer: MICHELLE SCHARMER
7686 Cedar Hurst Court
Lake Worth, FL 33467

The undersigned incorporator has executed these Articles of Incorporation this 19th day of November, 1999.



JAMES M. SCHWINN

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **ELITE K-9 KENNELS INC.**

2. The name and address of the registered agent is:

JAMES M. SCHWINN
3910 NW 49th Street
Tamarac, FL 33321

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

11/19/99
DATE

BY:

James Schwinn
JAMES SCHWINN