

**ARTICLES OF INCORPORATION
OF
THE PAMPERED PET RESORT, INC.**

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation.

1. Name. The name of the corporation is THE PAMPERED PET RESORT, INC.
2. Authorized Shares. The number of shares the corporation is authorized to issue is One Hundred (100). All shares shall be of the same class and shall be designated as Common Stock.
3. Registered Office and Registered Agent. The street address of the corporation's initial registered office is 110 Sunset Lane, Calera, Alabama 35040. The corporation's initial registered office is located in Shelby County, Alabama. The name of the corporation's registered agent at that office is Stephanie Louise Clayton.
4. Incorporator. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stephanie Louise Clayton	110 Sunset Lane Calera, Alabama 35040

5. Initial Director. The name and address of the individual who is to serve as the initial director is:

<u>Name</u>	<u>Address</u>
Stephanie Louise Clayton	110 Sunset Lane Calera, Alabama 35040

6. Purpose or Purposes. The purpose or purposes for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to, the following:

- (a) To engage in the business of operating a pet boarding facility or facilities.
- (b) To invest in real estate, mortgages, stocks, bonds, promissory notes or any other type of investment.
- (c) To own or lease real or personal property necessary or appropriate in the conduct of its business.

7. Other Provisions.

(a) Par Value. The par value of each authorized share is \$1.00.

(b) Limitation of Liability. A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (A) the amount of a financial benefit received by a director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this, the 25 day of September, 2004.


Stephanie Louise Clayton, Incorporator

This Instrument Prepared By: William B. Tatum, Lanier Ford Shaver & Payne P.C., P.O. Box 2087 Huntsville, Alabama 35804, (256) 535-1100

Nancy L. Worley
Secretary of State

P.O. BOX 5010
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

The Pampered Pet Resort, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of William B Tatum, PO Box 2087, Huntsville, AL 35804 for a period of one hundred twenty days beginning September 2, 2004 and expiring January 1, 2005.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 2, 2004

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', is written over a horizontal line.

Nancy L. Worley

Secretary of State