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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

PUPPY PALACE OF BOYNTON BEACH, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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DIVISION OF CORPORATIONS
00 MAR 21 PM 2:41

B. McKnight MAR 2 2 2000

Articles of Incorporation

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

Article I Name

The name of the corporation shall be:

PUPPY PALACE OF BOYNTON BEACH, INC.

The principal place of business of the corporation shall be:

5909 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33021

Article II Nature of Business

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, The State of Florida, or any other state, country, territory or nation.

Article III Capital Stock

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

100 SHARES

Article IV Term of Existence

This corporation is to exist perpetually.

Article V Officers, Directors

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

JUDITH NORFORD SUNDERLAND
3910 S.W. 56TH COURT
FT. LAUDERDALE, FLORIDA 33312

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Article VI Incorporator(s)

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

JUDITH NORFORD SUNDERLAND
3910 S.W. 56TH COURT
FT. LAUDERDALE, FLORIDA 33312

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of February, 2000.

Signature of Incorporator:

X Judith Norfolk Sunderland
JUDITH NORFORD SUNDERLAND

Certificate of Designation
Registered Agent/Registered Office

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

PUPPY PALACE OF BOYNTON BEACH, INC.

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

JUDITH NORFORD SUNDERLAND
3910 S.W.56TH COURT
FT. LAUDERDALE, FLORIDA 33312

Signature Judith Norford Sunderland

Title _____

Date 3/21/2000

Having been named 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 I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325, Florida Statues.

Signature Judith Norford Sunderland

Date 3/21/2000

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