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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32389

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

FAX: (904) 922-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PUFFY, INC.
FAX AUDIT NUMBER: H95000009857
DATE REQUESTED: 09/08/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.50

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September 05, 1995

95 SEP - 6 PM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
P.O. Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

RE: Incorporation Documents

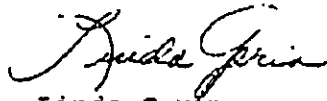
Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Puffy, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, #2120, in the amount of \$122.50 representing the fee for said filings is enclosed.

Very truly yours,



Linda Gorin

PREPARED BY
David S Hernandez
210 University Drive #502
Coral Springs, Fl 33071
(305) 346.7288

ARTICLES OF INCORPORATION

OF

Puffy, Inc.

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The undersigned subscribes to these Articles of Incorporation, a natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is Puffy, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 7421 NW 5th Street, Tamarac, Florida, 33319 and the name of the initial registered agent of this corporation at that address is Linda Gorin.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Linda Gorin
7421 NW 5th Street
Tamarac, Fl. 33319

ARTICLE IX. Officers. The initial officers of the corporation will be: Linda Gorin, President, Treasurer and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Linda Gorin
7421 NW 5th Street
Tamarac, Fl. 33319

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 7421 NW 5th Street, Tamarac, Fl 33319.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of September, 1995.

Linda Gorin (SEAL)

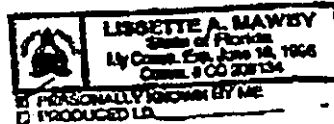
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, Linda Gorin, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 5th Day of September, 1995.

Lisette A. Mawby
NOTARY PUBLIC

My Commission Expires: _____



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95 SEP -6 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H7 2000000857

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State State of Florida Division of
Corporations Department of State Tallahassee, FL 32304

I, Linda Gorin, do hereby consent to serve as
registered agent for the corporation, Puffy, Inc.
This day of 5th Day of September, 1995.


Linda Gorin

Address of registered agent:
7421 NW 5th Street
Tamarac, Fl. 33319

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