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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1	
(Corporation Name)	(Document #)
2(Corporation Name)	— <u> </u>
Gorporation Name)	(Document #)
4(Corporation Name)	(Document #)
□ Walk in□ Pick up time _□ Mail out□ Will wait	Certified Copy Photocopy Certificate of Status
NEW FILINGS Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger
OTHER FILINGS Annual Report Fictitious Name	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other S. Thompson DEU 1 5 1999
	Examiner's Initials

CR2E031(7/97)

ARTICLES OF INCORPORATION

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<u> ARTICLE I - Name</u>

The name of this corporation is : SOUTH BEACH PET SHOP, INC.

ARTICLE II - 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 III - Capital Stock

The maximum of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting

ARTICLE IV - Term of Existence

This Corporation shall have perpetual existence.

ARTICLE V - Initial Registered Office & Agent

	This Principal office or the mailing address of the corporation
is: "	SOUTH BEACH PET SHOP, INC.
	901 PENNSILVANIA AVENUE SUITE# 4 MIAMI BEACH, FL, 33139
	The name and street address of the Initial Registered Agent of
this	Corporation is: MIGUEL PADRON
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ARTICLE VI - Initial Board of Directors

This corporation shall have 2 directors initially. The number of directors may be either increased or deminished from time to time by the bylaws but shall never be less than 2. The names and addresses of the initial directors of this corporation are:

Miguel Padron 901 Pennsilvania Avenue Suite #4 Miami Beach, Fl. 33139

Doris Albuja 901 Pennsilvania Avenue Suite #4 Miami Beach, Fl. 33139

All of the said directors are of full age and at least one of them is a citizen of the United States.

ARTICLE VII - Initial Officers

The names and post office addresses of the officers are as follows:

PRESIDENT:

Miquel Padron

901 Pennsilvania Avenue Suite #4

Miami Beach, Fl. 33139

SECRETARY:

Doris Albuja

901 Pennsilvania Avenue Suite #4

Miami Beach, Fl. 33139

TREASURY:

Doris Albuja

901 Pennsilvania Avenue Suite #4

Miami Beach, Fl. 33139

ARTICLE VIII - Incorporator

The name and address of the person signing there articles are: MIGUEL PADRON 901 PENNSILVANIA AVE. SUITE #4 MIAMI BEACH, FL 33139

ARTICLE IX Distribution

The name and post office addresses of each subscriber of this Articles of Incorporation, and the number of shares of stock which each agrees to take and the sums subscribed to and paid are as follows:

NAME	<u></u>	ADDRESS		 	SHARES
Miguel Padron		901 Pennsilv Miami Beach,		· .=	250
Doris Albuja		901 Pennsilv Miami Beach,		 	250

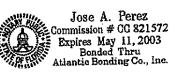
ARTICLE X - Effective Date

These Article of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

• • • • • • • • • • • • • • • • • • • •
IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 8, day of Decuber,
19 99
* Miguel Fadron
STATE OF FLORIDATE) SS
COUNTY OF DADE 7)
BEFORE ME, A Notary Public authorized to take acknowledgments
in the State and County set forth above, personally appeared Miguel Vadrou
known to me and known by me to be the person who executed the fore-
going Articles of Incorporation.
IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the States and County acresaid, this 8
day of December, 1999.



Notary Public,

State of Florida

at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48, 291, FLORIDA STATUTES, FOLLOWING IS SUBMITTED: FIRST--THAT SOUTH BEACH PET SHOP, INC. (NAME OF CORPORATION) DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI BEACH STATE OF FLORIDA _____, HAS NAMED MIGUEL PADRON LOCATED AT 901 PENNSILVANIA AVENUE SUITE #4 MIAMI BEACH, FL. 33139 , (STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE) CITY OF MIAMI BEACH , STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. DATE 12/8/99 HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 STATUTES RELATIVE TO THE PROPER AND COM-PLETE PERFORMANCE OF MY DUTIES.

SIGNATURE X Maquel Parton

DATE 12/8/99