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ACCOUNT NO. : 072100000032

REFERENCE : 762934 4724048

AUTHORIZATION :

Patricia Pigato

COST LIMIT : ~~000~~0

RECEIVED
DEPARTMENT OF STATE
OFFICE OF CORPORATIONS
00 JUL 31 AM 11:51

ORDER DATE : July 13, 2000

ORDER TIME : 10:10 AM

ORDER NO. : 762934-005

1220-00
8.45

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CUSTOMER NO: 4724048

CUSTOMER: Mr. Zeus N. Shaikh
Greenberg Traurig, Llp
The Metlife Building
200 Park Avenue-15th Floor
New York, NY 10166

1228.75

FOREIGN FILINGS

NAME: HAPPY PAWS, INC.

XX *(cus)*

600700041659

(4)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

7/31
BY
8/21

RECEIVED
00 JUL 31 PM 3:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. HAPPY PAWS, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada

(State or country under the law of which it is incorporated)

3. 59-3622861

(FEI number, if applicable)

4. September 25, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 1999

(Date first transacted business in Florida) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3058 S. Kennewick DriveLas Vegas, Nevada 89121

(Current mailing address)

8. To engage in any lawful act or activity

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**Name: Corporation Service CompanyOffice Address: 1201 Hays StreetTallahassee, Florida, 32301

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Patricia L. Pugh

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. **Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)**

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DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: (None)

Address: _____

Director: John Rigg

Address: 7612 Ridgefield Lane

Lake Worth, Florida 33467

Director: Lisa Anderson

Address: 1601 Rosery Road

Largo, Florida 33771

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John Rigg

Address: 7612 Ridgefield Lane

Lake Worth, Florida 33467

Vice President: (None)

Address: _____

Secretary: Lisa Anderson

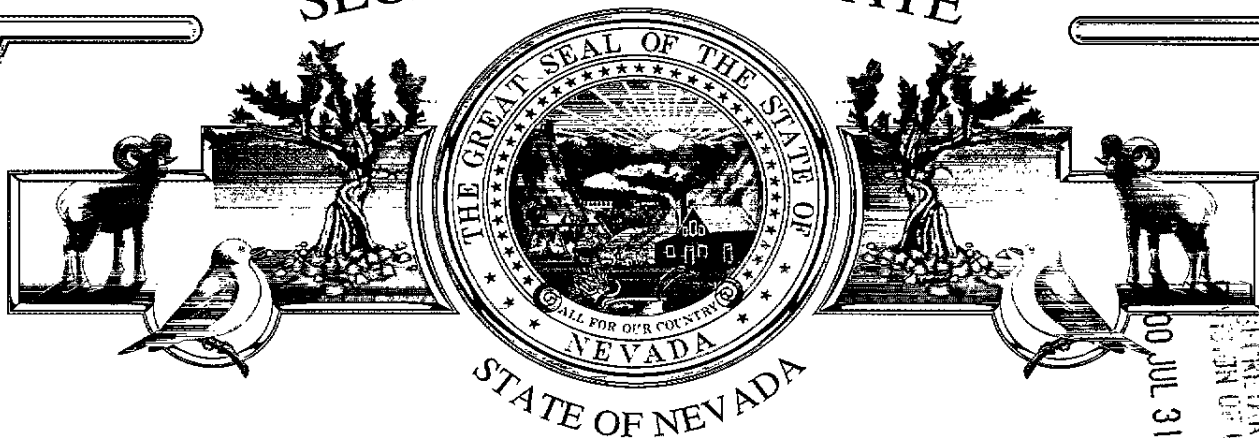
Address: 7612 Ridgefield Lane

Lake Worth, Florida 33467

Treasurer: (None)

Address: _____
_____**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13.  (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. LISA K. ANDERSON SECRETARY
(Typed or printed name and capacity of person signing application)FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 31 AM 11:51

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

2000 JUL 31 AM 11:51
SECRETARY OF STATE
DIVISION OF CORPORATIONS

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **HAPPY PAWS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 25, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on July 14, 2000.



Dean Heller

Secretary of State

By

[Signature]

Certification Clerk