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of
KRISTEN M. JACKSON

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December 14, 2001.

Katherine Harris, Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

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****155.00 ****155.00

RE: Puppy Love Pet Salon, LLC

Dear Sir or Madam:

Enclosed are the following for filing:

1. Articles of Organization for Puppy Love Pet Salon, LLC - one original and one copy
2. Check for \$155.00 for the filing of Articles, registered agent fee and for a certified copy

Note that this name was previously used but has been inactive for 10 years making the name available. The current incorporator is not the same person as the previous user and this is **not a re-activation** of the previous corporation.

Please file the Articles and return the certified copy to the above address.

If you have any questions please contact me.

Sincerely,


Kristen M. Jackson

enc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
PUPPY LOVE PET SALON, L.L.C.**

The undersigned member hereby forms a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

**ARTICLE I.
COMPANY NAME**

The name of this Company shall be **PUPPY LOVE PET SALON, L.L.C.**

**ARTICLE II.
COMMENCEMENT AND TERM OF EXISTENCE**

The Company shall commence corporate existence upon the filing of the Articles, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III.
PURPOSES AND GENERAL POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV.
PRINCIPAL BUSINESS OFFICE**

The principal business office of this Company shall be located at 754 s. Bluford Avenue, Ocoee, Florida 34761.

**ARTICLE V.
MAILING ADDRESS**

The mailing address of this Company shall be 754 s. Bluford Avenue, Ocoee, Florida 34761.

**ARTICLE VI.
REGISTERED AGENT AND ADDRESS**

The initial registered office of this Company shall be located at 754 s. Bluford Avenue, Ocoee, Florida 34761, and the initial registered agent of the Company at that address shall be Diana W. Krizek. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

**ARTICLE VII.
MEMBERS**

The members shall be entitled to admit additional members upon unanimous consent of all then current members. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member's agreement to comply with Articles of Organization, Regulations and Operating Agreement of the Company then in existence.

**ARTICLE VIII.
DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless all of the remaining members consent to continue the Company.

**ARTICLE IX.
MANAGERS**

The Company shall be managed by managers. The name and address of the initial managers are set forth below. The initial managers shall serve as managers until the first annual meeting of members or until their successors are elected and qualified.

Diana W. Krizek 2030 Down Woods Lane, Windermere, Florida 34786

**ARTICLE X.
RETURN OF CAPITAL**

No member shall have the right to demand the return of such member's contribution of capital except as provided in the Company's Regulations and Operating Agreement then in existence.

**ARTICLE XI.
LIMITED LIABILITY OF MEMBERS**

The private property of the members shall not be subject to payment of the Company's debts to any extent.

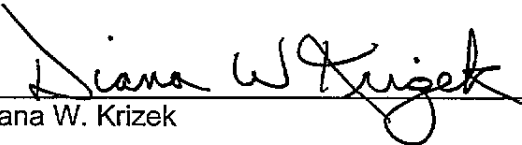
**ARTICLE XII.
AMENDMENT**

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE XIII.
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, for the purpose of forming a Limited Liability Company under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Organization, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto set their hands and seals this 12th day of DECEMBER, 2001.


Diana W. Krizek

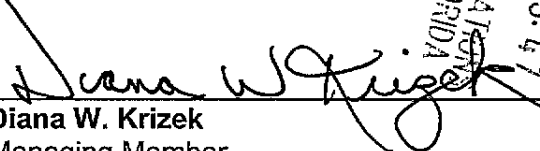
**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM PROCESS WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 AND 608.507, Florida Statutes:

Having been appointed registered agent of PUPPY LOVE PET SALON, L.L.C., in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that she is familiar with, and accepts, the obligations of such position.

Dated this 12th day of DECEMBER, 2001.

PUPPY LOVE PET SALON, L.L.C.


Diana W. Krizek
Managing Member

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