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LEGAL ASSISTANT

ELIZABETH G. SANDERS

February 4, 2000

P00000014744

Office of the Secretary of State
STATE OF FLORIDA
Division of Corporations
Post Office Box #6327
Tallahassee, Florida 32314

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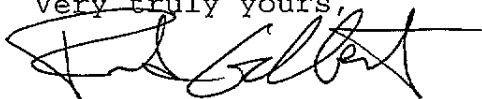
Re: "Jazzy" Pet Jewelry, Inc.
Articles of Incorporation
Our File Number: 1154-01

Dear Sir or Madam:

Enclosed please find one (1) original and one (1) copy of the executed Articles of Incorporation for the above-referenced Corporation ("Articles"), as well my check in the amount of SEVENTY DOLLARS AND NO/CENTS (\$70.00) to cover the filing costs therefor. Please file the Articles and return a time-stamped copy of same to the undersigned in the self-addressed, stamped envelope provided for your convenience.

Should you have any questions or comments in connection with the foregoing, please do not hesitate to contact me.

Very truly yours,



RICHARD I. GILBERT

RIG:egs

Enclosures

FILED
00 FEB -7 PM 6:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN FEB 10 2000

ARTICLES OF INCORPORATION
OF

"JAZZY" PET JEWELRY, INC.

FILED
00 FEB -7 PM 6:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age, does hereby form a corporation under the laws of the State of Florida and the Florida Business Corporation act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be "JAZZY" PET JEWELRY, INC. ("Corporation").

ARTICLE II

GENERAL NATURE OF BUSINESS

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to have one thousand (1,000) shares of outstanding capital stock, at a par value of ONE DOLLAR AND NO/CENTS (\$1.00).

ARTICLE IV

CORPORATE EXISTENCE

Corporate existence shall commence upon the filing of these Articles of Incorporation by the Office of the Secretary of

State of the State of Florida, and shall exist perpetually, unless sooner dissolved in a manner prescribed by law.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the office of the initial registered agent of the Corporation is:

11631 Orange Blossom Lane
Boca Raton, Florida 33428

and the name of the registered agent of the Corporation at said address is:

DALE SUE SHAPIRO

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation shall be:

11631 Orange Blossom Lane
Boca Raton, Florida 33428

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than one (1) nor more than nine (9).

ARTICLE VIII

DIRECTORS

The name and street address of each member of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
DALE SUE SHAPIRO	11631 Orange Blossom Lane Boca Raton, Florida 33428

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation are:

DALE SUE SHAPIRO
11631 Orange Blossom Lane
Boca Raton, Florida 33428

ARTICLE X

SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber, and the number of shares of stock subscribed are as follows:

NAME	ADDRESS	NUMBER OF SHARES
Dale Sue Shapiro	11631 Orange Blossom Lane Boca Raton, FL 33428	100

The stockholders agree to pay not less than par value for each share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to commence business.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of the Corporation shall have the power to make or amend the Bylaws, and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its members and upon the dividends due to them for any indebtedness of such members of the Corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to conduct business within and without the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct, does agree to accept the number

of shares hereinabove set forth, and hereunto sets his hand this
4 day of February 2000.

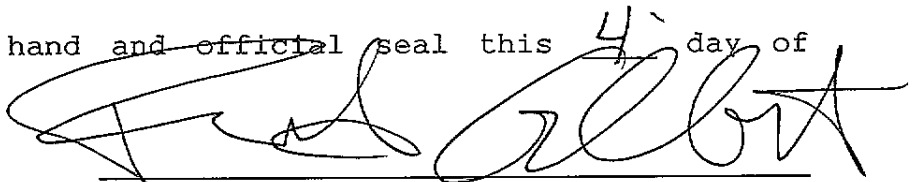
Dale Sue Shapiro
Signature

DALE SUE SHAPIRO, Incorporator
Print Name/Title

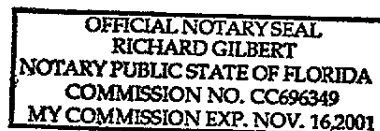
STATE OF FLORIDA)
 : SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned authority, a Notary Public duly authorized in the above-named State and County to take acknowledgments, personally appeared DALE SUE SHAPIRO, party to the foregoing Articles of Incorporation, known to me personally to be such, or has provided me with _____ as identification, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were true and correct.

WITNESS my hand and official seal this 4 day of
February 2000.



NOTARY PUBLIC
Commission Number:
My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE AND NAMING AGENT UPON
WHOM PROCESS BY BE SERVED

FILED

00 FEB -7 PM 6:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of § 48.091, Fla.
Stat., the following is submitted:

That, "JAZZY" PET JEWELRY, INC.

organized and existing under the laws of the State of Florida, with
its initial registered office, as indicated in the foregoing
Articles of Incorporation, in the City of Boca Raton, County of
Palm Beach, State of Florida, has named DALE SUE SHAPIRO, of 11631
Orange Blossom Lane, Boca Raton, Florida 33428, as its agent to
accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service
of process for the above-styled Corporation at the place designated
in these Articles of Incorporation, I, the undersigned, am familiar
with, and accept appointment as Registered Agent, and I hereby
accept the duties and responsibilities as Registered Agent for said
Corporation. I further agree to act in said capacity and to comply
with the provisions of all statutes relating to the proper and
complete performance of my duties, and am familiar with and accept
the obligations of my position as Registered Agent for said
Corporation.

Dated: February 4, 2000

Dale Sue Shapiro
DALE SUE SHAPIRO
Registered Agent