CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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900003192949-04/03/00--01054--008 *****78.75 *****78.75 Art of Inc. File_ LTD Partnership File Foreign Corp. File_ L.C. File_ Fictitious Name File Trade/Service Mark Merger File_ Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstate ne Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status Certificate of Fictitious Name Corp Record Search_ Officer Search Fictitious Search_ Fictitious Owner Search_ Signature Vehicle Search Driving Record UCC 1 or 3 File Requested by: LM UCC 11 Search 7 CONTY APP 0 4 2008 Name Date Time UCC 11 Retrieval

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ARTICLES OF INCORPORATION

OF

Puppy Emporium, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Puppy Emporium, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 908 N. Dixie Highway, Lake Worth, Florida 33460.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-hundred (100) shares having a par value of zero dollars (\$0.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Margaret Susnow, 1692 SE Berkshire Blvd., Port St. Lucie, FL 34952.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Director, President, Treasurer, Margaret Susnow, 1692 SE Berkshire Blvd., Port St. Lucie, FL 34952. Director, Vice President, Secretary, 1692 SE Berkshire Blvd., Port St. Lucie, FL 34952.

The undersigned has executed these Articles of Incorporation this 31st day of March 2000.

"Capital Connection, Inc. by, Lance L. McGee, Client Representative"

CERTIFICATE OF DEBIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1.	The name of the corporation is: Puppy Emporium, Inc.
2. is:	The name and street address of the registered agent and office Margaret Susnow
	Margaret Susnow 1692 SE Berkshire Blvd. Part St Lucie, FL 34952

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Margaret Susmon

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