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Law Offices
Of
ROSEMARIE A. GERONAZZO

Suite 300
225 N.E. Mizner Boulevard
Boca Raton, Florida 33432-2848

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Telephone (561) 620-3212
Facsimile (561) 620-3213

August 23, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

RE: TOTS, KITS N' PUPS, INC.

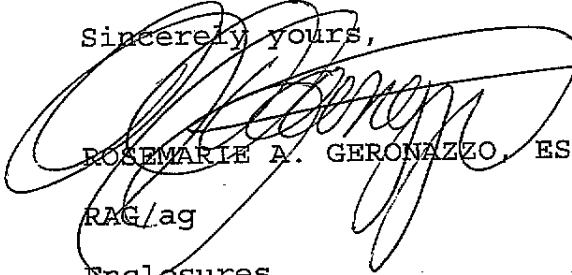
Dear Sir/Madam:

Enclosed herewith please find a check numbered 755 in the amount of \$ 78.75 representing the requisite filing fees for the above-referenced articles of incorporation, designation of registered agent and certified copy.

Please return a stamped copy of the Articles and assigned charter number at your earliest convenience.

Should you have any questions, please contact the undersigned as soon as possible to avoid delay.

Sincerely yours,


ROSEMARIE A. GERONAZZO, ESQUIRE

RAG/ag

Enclosures

JSB
8/31

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ARTICLES OF INCORPORATION
OF
TOTS, KITS N' PUPS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, a natural person competent to contract, desiring to form a corporation for profit, under the laws of the State of Florida, and in furtherance thereof, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

TOTS, KITS N' PUPS, INC.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in Chapter 607, Florida Statutes, the Florida General Corporation Act, and without limiting the generality of the foregoing:

A. To engage in each and every aspect of the sale and distribution of personal property.

B. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares,

merchandise, real and personal property and services of every class, kind and description.

C. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, in the State of Florida and in all other states and countries.

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and otherwise evidences of indebtedness, and execute mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E. To purchase the corporate assets of any other corporation and engage in the same or other business.

F. To guarantee, invest, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidences of indebtedness, created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

G. In general, to carry on any business and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any and all of the things hereinbefore set forth as principal, agent, partner, or otherwise, either along or in conjunction with others in or without the State of Florida.

ARTICLE III

DURATION

This corporation shall exist perpetually commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is one hundred (100) shares; such shares shall have a par value of One (\$1.00) Dollar and shall be designated as "Common Shares".

The Board of Directors shall have the power and the authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock. Stock certificates shall not be valid unless signed and issued by the President and attested to by the Secretary, who shall affix thereon the corporate seal.

ARTICLE V

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
MICHELE L. KURTEFF	100

Shares held by the initial shareholders listed above may

not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders, if any, or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE VI

SHAREHOLDER STOCK PURCHASE RIGHTS

Every shareholder, upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase their pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL PRINCIPAL OFFICE ADDRESS

The initial address of the principal office of this corporation is: 9440 S.W. 8th Street Unit 404, Boca Raton, Florida 33428.

The Board of Directors shall have the power and the authority to establish branch offices and the places of business of this corporation at any place in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as they may deem necessary for the best interests of the corporation.

ARTICLE VIII

INITIAL REGISTERED AGENT

The initial registered agent of this corporation and their address is as follows: MICHELE L. KURTEFF at 9440 S.W. 8th Street Unit 404, Boca Raton, Florida 33428.

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: MICHELE L. KURTEFF at 9440 S.W. 8th Street Unit 404, Boca Raton, Florida 33428.

ARTICLE X

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws adopted by the Board of Directors of this corporation, but shall never be less than one (1). The name and street addressee of the initial director of this corporation is: MICHELE L. KURTEFF at 9440 S.W. 8th Street Unit 404, Boca Raton, Florida 33428.

The Board of Directors shall have the authority and the power adopted By-Laws which govern the operation of the business of this corporation, and to thereafter amend same from time to time if deemed necessary by the Board of Directors.

ARTICLE XI

INITIAL OFFICERS

The names and post office addresses of the initial officers of this corporation who shall hold office for the first year of the corporation's existence or until their successors have been elected are as follows:

MICHELE L. KURTEFF

**President
Vice-President
Secretary/Treasurer**

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officers or directors, to the fullest extent permitted by law.

ARTICLE XIII

SPECIAL PROVISIONS

No contract or other transactions between the corporation and any other corporation, or individuals, shall, in the absence of fraud, be affected or invalidated by the fact that one or more of the Directors or Officers of this corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every who may become a director of the corporation, is hereby relieved from any liability that might otherwise exist from such contracting with the corporation, for the benefit of himself or any firm, association or corporation which he may be in anywise interested. Any Director of the corporation may vote any contract

or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

ARTICLE XIV


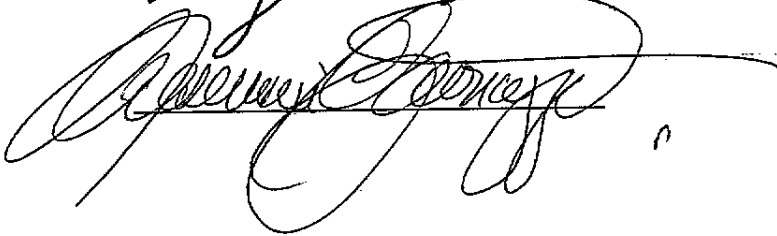
AMENDMENT

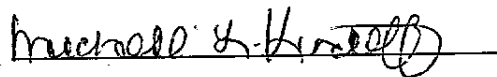
These Articles of Incorporation may be amended or repealed as provided by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereat, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Article of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 23 day of August, 2000.

WITNESS:

INCORPORATOR:



DESIGNATION OF REGISTERED

FILED

AND REGISTERED AGENT

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AND ACCEPTANCE THEREOF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to Chapter 607, Florida Statutes, the following
is submitted:

1. TOTS, KITS N' PUPS, INC., desiring to organize under
the laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation at Boca Raton, Florida
has named MICHELE L. KURTEFF, 9440 S.W. 8th Street Unit 404, Boca
Raton, Florida 33428 as its agent to accept service of process
within this State.

2. Having been named to accept service of process for
the above-named corporation at the place designed in this
certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of Chapter 607, Florida Statutes,
relative to keeping said office open.

Michele L. Kurteff

As providing proof as to his/her identity by using a
valid driver's license, this instrument was SWORN TO AND SUBSCRIBED
before me by Michele L. Kurteff, on this 23 day of August, 2000, who
took an oath.

 Rosemarie A. Geronazzo
My Commission CC826322
Expires May 16, 2003

Rosemarie A. Geronazzo
NOTARY PUBLIC, STATE OF FLORIDA

PLEASE PRINT NAME

NOTARY COMMISSION NUMBER

My commission expires:

(Notary Seal)