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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carla J. Arcamonte
8521 NW 14 St.
Pembroke Pines, FL 33024

August 29, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: LuvPaws Cattery, Inc.

Enclosed is an original and (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee and certified copy.

From:

Carla J. Arcamonte
8521 NW 14 St.
Pembroke Pines, FL 33024
(954) 704-8664

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Luv Paws Cattery, Inc.

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ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

8521 NW 14 St., Pembroke Pines, FL 33024

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Breeding Cats

ARTICLE IV SHARES

The number of shares of stock is:

10,000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

Carla J. Arcamonte, President 8521 NW 14 St., Pembroke Pines, FL 33024

Steve Arcamonte, CFO 8521 NW 14 St., Pembroke Pines, FL 33024

Nora Rodriguez, Secretary 8521 NW 14 St, Pembroke Pines, FL 33024

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Carla J. Arcamonte

8521 NW 14 Street

Pembroke Pines, FL 33024

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Carla J. Arcamonte

8521 NW 14 St. Pembroke Pines, FL

Pembroke Pines, FL 33024

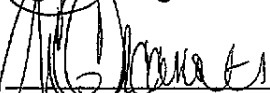
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

August 29, 2000

Date



Signature/Incorporator

August 29, 2000

Date