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April 3, 2001

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

200003963052-8
-04/06/01-01076-016
*****78.75 *****78.75

RE: Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of K-9 KIDS, INC. Also enclosed is a draft made payable to Department of State, in the amount of \$78.75, representing the filing fees for the enclosed Articles and Registered Agent Designation, and for a certified copy of the Articles. It is our understanding that the filing of the Articles will take approximately seven to ten business days.

Should you have any questions or concerns regarding the enclosed documentation, please feel free to contact the undersigned.

Respectfully submitted,

GREG ROSS, ESQ.

GR/lcs
Enc.

FILED
2001 APR -6 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓ 4/11/01

ARTICLES OF INCORPORATION

OF

FILED

2001 APR -6 AM 10:25

K-9 KIDS, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE

NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be **K-9 KIDS, INC.** The Principal address of the Corporation will be **765 BAMBOO DRIVE, BOCA RATON, FL 33432.**

ARTICLE TWO

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR

CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand five hundred (1,500) shares at one dollar (\$1.00) par value.

ARTICLE FIVE
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **400 SE 8TH STREET, FORT LAUDERDALE, FL 33316** and the name of the initial registered agent at that address is **GREG ROSS, ESQ.**

ARTICLE SEVEN
INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

FRONA ROSS

**765 BAMBOO DRIVE
BOCA RATON, FL 33432**

ARTICLE EIGHT
INDEMNIFICATION

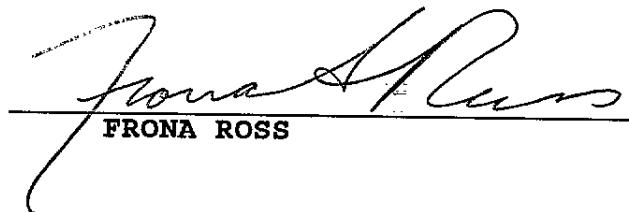
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE NINE
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2nd day of April, 2001.

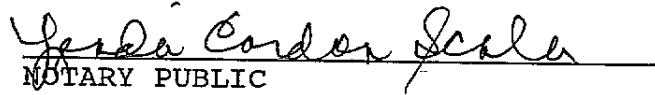


FRONA ROSS

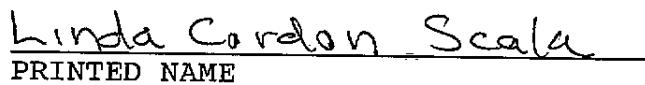
STATE OF FLORIDA)
COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 2nd
day of April, 2001 by FRONA ROSS who is personally
known to me or who have produced _____
as identification.





NOTARY PUBLIC



PRINTED NAME

My commission expires:

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served

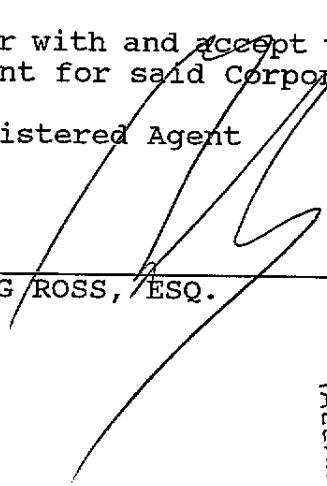
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That K-9 KIDS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 765 Bamboo Drive, Boca Raton, County of Palm Beach, State of Florida 33432, has named GREG ROSS, ESQ., located at 400 SE 8th Street, Fort Lauderdale, County of Broward, State of Florida 33316, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

I hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Registered Agent


GREG ROSS, ESQ.

FILED

2001 APR - 6 AM 10: 25

SECRETARY OF STATE
TALLAHASSEE FLORIDA