

P01000047987

Dear whom it may concern;

Please rush me my Corporate ID #. It is important I have this by the end of the week. Thank you

Sincerely,

  
Jennifer Augenstein

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED

01 MAY 14 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WR 5/14

W01-8380

LAW OFFICES OF  
**JOHN A. RACIN, P.A. & ASSOCIATES**

ATTORNEYS AT LAW  
10850 SOUTH U.S. HIGHWAY ONE  
PORT ST. LUCIE, FLORIDA 34952  
TELEPHONE (561) 398-4666 FACSIMILE (561) 398-6172

JOHN A. RACIN, ESQUIRE  
WILLIAM N. SWIFT, ESQUIRE  
\* LICENSED IN FL & TX  
DANIEL BACHERT, ESQUIRE

MARYDENYSE OMMERT, ESQUIRE  
\* LICENSED IN FL & NJ  
MARIAN MALKIN  
OFFICE MANAGER/PARALEGAL

May 9, 2001

Kim Rolfs  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

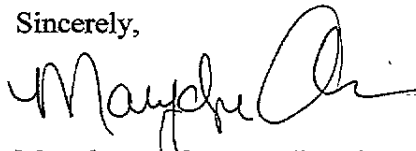
Re: Puppy Country III

Dear Kim,

Enclosed, please find the corrected pages, and a check.

Thank you for your time. If you have any questions, please feel free to call me.

Sincerely,



Marydenyse Ommert, Esquire

**ARTICLES OF INCORPORATION**  
**OF**  
**PUPPY COUNTRY III, INC.**

**FILED**  
01 MAY 14 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I.**  
**CORPORATE NAME**

The name of the corporation is PUPPY COUNTRY III, INC.

**ARTICLE II.**  
**PRINCIPAL OFFICE**

The principal place of business of this corporation is 15976 W State Road 84, Fort Lauderdale, FL 33326-0122. The mailing address the corporation is the same.

**ARTICLE III.**  
**CAPITAL STOCK**

The number of shares that this corporation is authorized to have outstanding at any one time is one hundred shares (100) of common stock, each share having a par value of ONE DOLLAR (\$1.00).

**ARTICLE IV.**  
**REGISTERED AGENT AND OFFICE**

The name and address of the registered agent is JOHN A. RACIN, P.A., 10850 South U.S. Highway 1, Port St. Lucie, Florida 34952.

**ARTICLE V.**  
**INCORPORATORS**

The name and street address of the incorporator of these articles of incorporation is:

Jennifer Augenstein  
201 Racquet Club Rd.  
Weston, FL 33326

**ARTICLE VI.**  
**DURATION OF CORPORATION**

The duration of the Corporation shall be perpetual.

**ARTICLE VII.**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the Corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the price, terms, and conditions of the issue of the shares and inviting him/her to exercise his/her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

**ARTICLE VIII.**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or executive committee member, or any former officer or executive committee member, to the full extent provided by law.

**ARTICLE IX.**  
**AMENDMENTS**

Any amendment of the Articles of Incorporation of the Corporation shall require a minimum two-thirds (2/3) vote of the shareholders.

Any amendment of the Bylaws of the Corporation shall require a minimum two-thirds (2/3) vote of the shareholders.

**ARTICLE X.**  
**CUMULATIVE VOTING**

In any election of directors by the shareholder, each shareholder of record shall have the right to cumulate his/her shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he/she sees fit, provided, however, that notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he/she intends to cumulate his/her votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the Corporation.

**ARTICLE XI.**  
**DIRECTORS**

The Corporation shall have one Director initially, whose name and address is as follows:

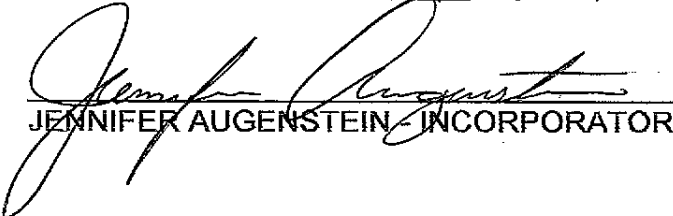
Jennifer Augenstein  
201 Racquet Club Rd.  
Weston, FL 33326

**ARTICLE XII.**  
**SUBSCRIBERS**

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Jennifer Augenstein  
201 Racquet Club Rd.  
Weston, FL 33326

**IN WITNESS WHEREOF**, the undersigned Incorporators have executed these Articles of Incorporation this 10 day of April, 2001.

  
JENNIFER AUGENSTEIN, INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME personally appeared JENNIFER AUGENSTEIN, to me well known to be the individual describe in, or who as produced FCA DRIV. LIC. as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she has executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 10 day of April, 2001.

Alice Wilson  
NOTARY PUBLIC  
STATE OF FLORIDA

5/23/03  
MY COMMISSION EXPIRES

NOTARY PUBLIC - STATE OF FLORIDA  
ALICE WILSON  
COMMISSION # CC834724  
EXPIRES 5/23/2003  
BONDED THRU ASA 1-800-NOTARY1

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT / REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

PUPPY COUNTRY III, INC.

2. The name and address of the registered agent and office is:

JOHN A. RACIN, P.A.  
10850 S. US Highway 1  
Port St. Lucie, FL 34952

Having 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.

  
\_\_\_\_\_  
John A. Racin, Esquire

DATE

5/6/01

01 MAY 14 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED