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May 22, 2001

Mr. Kevin Nickens
Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

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-06/01/01--01073--009
*****78.75 *****78.75

Dear Mr. Nickens:

Re: PUPPY KINGDOM INTERNATIONAL, INC.

Enclosed are original and copy of the articles of the corporation. You will also find a check in the amount of \$78.75 to cover for the State registration fees, which include Filing Fees (\$35.00), Register Agent designation (\$35.00), and Certified Copy (\$8.75). If you need additional information please do not hesitate to contact me at (954) 989-3495.

Sincerely,



Luis Morales

Jesus Canoura

1835 SW 27th Ave.

Miami, Florida 33145

FILED
01 JUN -1 PM 12: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-1-01
WC

ARTICLES OF INCORPORATION
OF
PUPPY KINGDOM INTERNATIONAL, INC.

FILED
01 JUN -1 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is Puppy Kingdom International, Inc.
1835 SW 27th Ave., Miami, Florida 33145

ARTICLE TWO

The period of its duration is perpetual unless dissolve according to law.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all-lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares, which the corporation shall have authority to issue, is 100 of the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$100.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1835 SW 27th Ave. Miami, Florida, 33145 and the name of its initial registered agent at such address is Jesus Canoura.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is One (1). The number of directors may be increased or diminished from time to time by the By-laws of the corporation, but shall never be less than one. The names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing address
Jesus Canoura, President	1835 SW 27 th Ave., Miami, Florida 33145

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the By-laws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

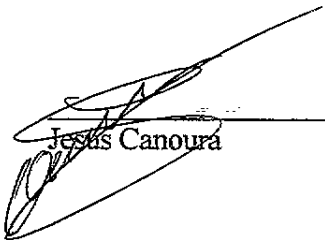
The name and address of each incorporate is:

Name	Mailing address
Jesus Canoura	1835 SW 27 th Ave., Miami, Florida 33145

ARTICLE TEN

The powers of the incorporates cease upon filing of the Articles of Incorporation

I hereby familiar with and accept the duties and responsibilities as registered agent for said corporation


Jesus Canoura