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ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Pet Smiles Corp.

SECRETARY OF STATE ALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

1210 500 78+h Ave Miami, Fl. 33144

ARTICLE III -SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLES IV -INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Luis Fernandez 1210 sw 78th Ave. Miami Fl. 33144

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of	
Incorporation is: Luis Fernandez	
1210 SW 78+7 AUE.	
Miami F1. 33144	
The undersigned incorporator has executed these Articles of	
Incorporation this 9 day of July 2002	
	02 J
Signature	

ARTICLE VI- DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

Luis Fernandez (President)

1210 500 7840 ALD.

Miami, F1. 33144

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT /REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent Signature