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FLORIDA PROFIT CORPORATION OR P.A.

Happy Dog Imports/Exports, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
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ARTICLES OF INCORPORATION
OF
HAPPY DOG IMPORTS/EXPORTS, INC.

The undersigned incorporator, BRIAN T. FINGER, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is HAPPY DOG IMPORTS/EXPORTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 2553 Frank Circle, Gulf Breeze, Florida 32561.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms

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H020001972551

identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 2553 Frank Circle, Gulf Breeze, Florida 32561, and the name of the initial registered agent of this corporation at that address is Brian T. Finger.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Brian T. Finger
2553 Frank Circle
Gulf Breeze, FL 32561

Susan M. Finger
2553 Frank Circle
Gulf Breeze, FL 32561

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Brian T. Finger
2553 Frank Circle
Gulf Breeze, FL 32561

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE XI - AMENDMENT

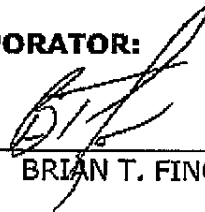
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred

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H020001972551

upon the shareholders is subject to this reservation. Provided, however, if any bylaw of the corporation specifically provides that such bylaw may be amended only by a supermajority vote of the stockholders of the corporation, then such bylaw may only be amended or repealed by such supermajority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 13th day of September, 2002.

INCORPORATOR:

BRIAN T. FINGER**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of Happy Dog Imports/Exports, Inc. Further, I am familiar with and accept the duties and obligations of such designation.



BRIAN T. FINGER

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