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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department Of Florida Corporations

DATE 10/23/02

To Whom This May Concern:

I James Battaglia owner of Luv That Puppy, Inc. will be dissolving the corporation effective immediately. I James Battaglia will not be reinstating the corporation or the name Luv That Puppy, Inc. I give all rights to the name Luv That Puppy, Inc. effective immediately to Glenn Worthman

Thank you,

James Battaglia

James Battaglia:	<u>JAMES BATTAGLIA</u> Print Name	<u>James Battaglia</u> Signature	<u>10-25-02</u> Date
Glenn Worthman:	<u>Glenn Worthman</u> Print Name	<u>Glenn Worthman</u> Signature	<u>10-25-02</u> Date
Witness:	<u>Fena Brooks</u> Print Name	<u>Fena Brooks</u> Signature	<u>10/25/02</u> Date



Fena M Brooks
My Commission DD043678
Expires July 22, 2005

7/22/05

ARTICLES OF INCORPORATION

of

Luv That Puppy, Inc.

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TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Luv That Puppy, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any and all lawful the business for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares of common stock at one dollar (\$1.00) per value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent is:

Glenn Worthman
275 Gate Road, Suite 114
Hollywood, FL 33052

The principal office, if known, or the mailing address of the corporation is:

Luv That Puppy, Inc.
275 Gate Road, Suite 114
Hollywood, FL 33024

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

Glenn Worthman
275 Gate Road, Suite 114
Hollywood, FL 33024

ARTICLE VII - INCORPORATORS

The name(s) and address of the incorporator(s) signing these Articles of Incorporation are as follows:

Glenn Worthman
275 Gate Road, Suite 114
Hollywood, FL 33024

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 31 day of Oct, 2002.

Glenn Worthman (Seal)

____ (Seal)

**CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Luv That Puppy, Inc.

Pursuant to Florida statutes, the following is submitted:

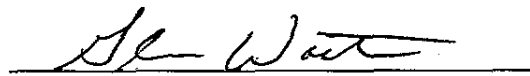
The above corporation, desiring to organize under the laws of the
State of Florida with its registered office as indicated in the Articles
of Incorporation at:

275 Gate Road, Suite 114
Hollywood, FL 33024

has named: Glenn Worthman
located at aforesaid address, as its Registered Agent to accept service
of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept of act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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