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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

happy pets inc.

Certificate of Status	0
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03 FEB 12 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 12, 2003

EMPIRE

SUBJECT: HAPPY PETS INC.
REF: W03000004087

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6972.

Doris Brown
Document Specialist
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FAX Aud. #: H03000048403
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB 12 AM 8:00

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ARTICLES OF INCORPORATION

OF

HAPPY PETS INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name under which this corporation will conduct its business and be known and recognized is:

HAPPY PETS INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

PET GROOMING, BOARDING AND SUPPLIES

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

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ARTICLE III - CAPITAL STOCK

The maximum number and class of shares of stock that this Corporation is authorized to have outstanding any one time are One Hundred (100) Shares No Par Value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed by the corporation. Neither promissory note nor future services shall constitute payment for the issuance of shares.

All the aforementioned stocks to be issued as fully paid for and exempt from assessment. Each share representing one vote.

There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasure shares or convertible securities.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect take place.

ARTICLE V. - ADDRESS

The initial place of business address of this corporation in the State of Florida is:

420 N.W. 72 AVENUE, Miami, Fla. 33126

The registered office address for this corporation in the State of Florida will be:

420 N.W. 72 AVENUE, Miami, Fla. 33126

Its registered agent:

OBDULIA BATISTA

ARTICLE VI - SHAREHOLDERS

Shareholders meetings will take place once a year or without the geographical boundaries of the State of Florida. A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in not even shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter amend or repeal cooperate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have 1 Director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1). The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which they may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation are pecuniarily or otherwise interest in, or are director individually, or any firm of which any director may be a member, may be party to or may pecuniarily or otherwise interested in, or are director individually, or any firm of which any directors or officers of, such other corporation; any director may be a member, may be a party to, or may pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such other members thereof as shall be present at any meeting of the Board at which action on any such contract or transaction shall be taken; and any Director of the Corporation who is also a

Director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
ORDELIA BATISTA	100%	420 N.W. 72 AVENUE Miami, FL 33126

ARTICLE IX SUBSCRIBERS

The names and post office address of each subscriber of these article of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
OBDULIA BATISTA	420 N.W. 72 AVENUE Miami, Fla. 33126

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as desired, provided that the amended articles contain only such provisions as may be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of the majority of the shares entitled to vote thereon.

Restate articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set his hands and seals this 10th day of FEBRUARY 2003

 (SEAL)
OBDULIA BATISTA

____ (SEAL)

____ (SEAL)

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STATE OF FLORIDA

COUNTY OF MIAMI DADE

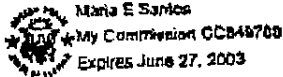
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared OBDULIA BATISTA to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

IN WITNESS THEREOF, I set my hand and official seal in the County and State named above this 10th day of FEBRUARY 2003

My commission expires :

Maria E. Santos

NOTARY PUBLIC



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03 FEB 12 AM 8:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

403 0000 48403

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
 FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
 WHOM PROCESS MAY BE SERVED.

In pursuant to Chapter 48.091 Florida Statutes, the
 following is submitted, in compliance with said Act:

First: That HAPPY PETS INC.

desiring to organize under the laws of the State of Florida
 with its principal office, as indicated in the Articles of
 incorporation at City of Miami, County of Miami-Dade
 State of Florida has named OBDULIA BATISTA located at
 420 N.W. 72 AVENUE, Miami, Fla. 33126 as its agent
 to accept service of process within the State.

ACKNOWLEDGMENT,

having been named to accept service of process for the
 above stated corporation, at place designated in this certificate,
 I hereby accept to act in this capacity, and agree to comply with
 the provision of said Act relative to keeping open said office.

BY: 

RESIDENT AGENT

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