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F. 04/29/03 MAY 1

Law Offices
TIMOTHY W. COX, P.A.
Attorney and Counselor at Law

324 Datura Street, Suite 200
West Palm Beach, FL 33401

Telephone: (561) 820-8151
Facsimile: (561) 820-8103

April 28, 2003

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: Planet Puppy, Inc.

Gentlemen:

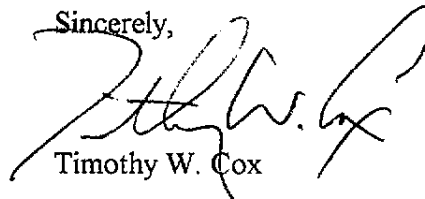
Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$78.75, in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Filing Fee	<u>\$ 35.00</u>
	\$ 78.75

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,



Timothy W. Cox

enc: Check
Articles in duplicate

ARTICLES OF INCORPORATION
OF
PLANET PUPPY, INC.

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
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ARTICLE I - NAME

The name of this corporation is Planet Puppy, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these articles.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one (\$1.00) dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is Eric Holtz, 2863 Northlake Blvd., Suite 9, Lake Park, FL 33403.

ARTICLE VI-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 741372 Boynton Beach Blvd., Boynton Beach, FL 33474.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be 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 directors of this corporation are:

<u>Name</u>	<u>Address</u>
Eric Holtz	741372 Boynton Beach Blvd. Boynton Beach, FL 33474

ARTICLE VIII - BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles is Eric Holtz, 741372 Boynton Beach Blvd., Boynton Beach, FL 33474.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

ARTICLE XIII - AFFILIATED TRANSACTIONS

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes.

ARTICLE XIV - CONTROL-SHARE ACQUISITIONS

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes.

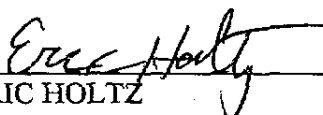
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of April, 2003.


Eric Holtz

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 28TH DAY OF APRIL, 2003.


ERIC HOLTZ

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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