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FLORIDA PROFIT CORPORATION OR P.A.

cool catz hot dawgz, inc.

Certificate of Status	0
Certified Copy	1
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6

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ARTICLES OF INCORPORATION OF
COOL CATZ HOT DAWGZ, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons over the age of eighteen (18) years, competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is: COOL CATZ HOT DAWGZ, INC.

ARTICLE II
NATURE OF BUSINESS

Any and all other legal purposes permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III
STOCK SHARES

The maximum number of shares of stock with a nominal or par value that this Corporation is authorized to have outstanding at any time, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value of shares of stock, are as follows: five hundred (500) one dollar (\$1.00) par value shares and each share having equal rights, privileges and voting power.

The total authorized capital stock of this Corporation is five hundred shares divided into shares at the par value of one (\$1.00) each. The amount of capital with which this Corporation will begin business is five hundred dollars (\$500.00). Shares of stock of this Corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors but may be paid for by

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property, labor or services whenever the Board of Directors so authorizes by unanimous consent.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V
PRINCIPAL PLACE OF BUSINESS**

The initial principal office of this Corporation is to be located at:

3900 SEGOVIA STREET, #2
CORAL GABLES, FLORIDA 33134

**ARTICLE VI
DIRECTORS**

The number of directors of this Corporation is two (2) initially, but may be increased according to the by-laws adopted by the shareholders.

**ARTICLE VII
INITIAL DIRECTORS**

The name and street address of the first Board of Directors and Incorporators who, subject to the provisions of these Articles of Incorporation, the Corporate by-laws and laws of Florida, shall hold office for the first year of this Corporation's existence or until their successor(s) are elected and have qualified, are as follows:

PRES/SECT/DIR:
Incorporator

ALBERT P. WALTER, III
3900 SEGOVIA STREET, #2
CORAL GABLES, FLORIDA 33134

VICE PRES/TREAS/DIR:
Incorporator

ZARIA GOSCHALK
3900 SEGOVIA STREET, #2
CORAL GABLES, FLORIDA 33134

**ARTICLE VIII
AMENDMENTS**

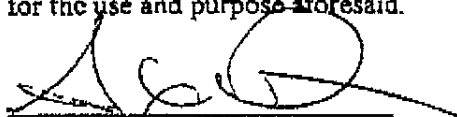
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE IX
RESIDENT AGENT**

The Resident Agent upon whom service of process is made is:

A.P. WALTER, JR., ESQ.
300 ARAGON AVENUE
SUITE 370
CORAL GABLES, FLORIDA 33134

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at 300 Aragon Avenue, Suite 370, Coral Gables, Florida 33134, for the use and purpose aforesaid.


ALBERT P. WALTER, III


ZARIA GOSCHALK

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

BE IT REMEMBERED that on the 9th day of June 2003, personally appeared before the undersigned, a notary public for the State of Florida, the aforesaid subscribers to the foregoing Articles of Incorporation, to me well known to be the individuals described herein and whom executed the foregoing Articles of Incorporation, and acknowledge the foregoing Articles of Incorporation, as their voluntary acts and deeds and that the facts set forth herein are true and correct.

GIVEN under my hand and official seal, this the day and year aforesaid.



NOTARY PUBLIC, State of
Florida at Large

SWORN TO AND SUBSCRIBED BEFORE me this 9th day of June, 2003.

My Commission Expires:



Ashley C. Walker
My Commission: CC832602
Expires: May 25, 2004

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**CERTIFICATE OF DESIGNATION (OR CHANGING PLACE OF BUSINESS
OR DOMICILE) FOR THE SERVICE OF PROCESS WITHIN STATE, NAMING
AGENT UPON WHOM SERVICE MAY BE SERVED.**

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

First that: COOL CATZ HOT DAWGZ, INC. desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the Articles of Incorporation, at
the City of Coral Gables, County of Miami-Dade, State of Florida has named:

A.P. WALTER, JR., ESQ.
300 ARAGON AVENUE
SUITE 370
CORAL GABLES, FLORIDA 331234

as its agent to accept service of process within the State.

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ACKNOWLEDGEMENT

Having been named to accept service off process for the above-stated
Corporation, at the place designated in the 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: 
A.P. WALTER, JR., ESQ.
Resident Agent

DATED THIS 9th day of June, 2003.

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