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(Requestor's Name)

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PICK-UP WAIT MAIL

(Business Entity Name)

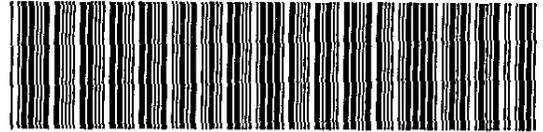
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KARA HARDIN, P. A.

ATTORNEY AT LAW

38537 FIFTH AVENUE
PHONE: (813) 788-9994

ZEPHYRHILLS, FLORIDA 33542
FAX: (813) 783-7405

Kara E. Hardin
Esquire

August 4, 2003

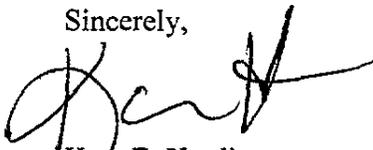
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Top Dog Treats, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$78.75 for filing fee and certificate of status.

Thank you.

Sincerely,



Kara E. Hardin

Enclosures

KEH/alm

FILED STATE
TALLAHASSEE FLORIDA
03 AUG -7 AM 10:31

ARTICLES OF INCORPORATION
OF
TOP DOG TREATS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and qualified to act as an incorporator under the Florida General Corporation Act, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

TOP DOG TREATS, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

(a) Pet services to include but not limited to baking of animal treats and grooming.

(b) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(c) To carry on any other business, whether selling, manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida, provided, however, that the corporation is not being formed for any purpose which requires compliance with statutory provisions not a part of the Act which govern the formation of corporations and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Florida by any

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office or commission other than the Office of the Secretary of State.

(d) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the Capital Stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchase of its own shares.

(i) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To engage in any and all lawful businesses, trades, occupations and professions.

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(k) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

(l) But if this corporation shall undertake to do any of the things hereinbefore set forth in any state other than Florida, in the District of Columbia, in any territory, colony, or dependency of the United States, or in any foreign country or in any colony or dependency thereof, then as to such jurisdictions, and each of them, this corporation shall be deemed to have such powers only insofar as such jurisdictions respectively permit corporations within their several respective jurisdictions to execute such powers.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

7,500 shares of Capital Stock with a par value of \$1.00 per share.

Authorized Capital Stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PREEMPTION RIGHTS

The holders of shares of the corporation of any class, in the event of the proposed issuance of the corporation of shares of stock of the same class, at any time after completion of its

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original issuance of shares, or in the event of the grant by the corporation of any options or rights to purchase shares of the same class, or in the event of the proposed issuance by the corporation of any securities convertible into or carrying an option to purchase shares of the same class, shall have the right to acquire such securities, as nearly as practicable, in proportion to their holding of shares of such class. Issuances giving rise to such preemptive rights shall include any issuance of authorized, but unissued shares, as well as the issuance of any treasury shares held by the corporation. The price offered to each holder by reason of his preemptive rights shall be no less favorable than the price at which the shares are to be offered to others. Shares which have been offered to shareholders to satisfy their preemptive rights, but which are not purchased by them within thirty (30) days after receipt of a notice from the corporation stating the price, terms and conditions upon which the shareholders may exercise their preemptive rights, may be thereafter issues or sold to any other person or persons at a price not less than the price at which they were offered to the shareholders.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - REGISTERED OFFICE & REGISTERED AGENT

The initial registered office of this corporation is:

14123 7th Street
Dade City, FL 33525

The mailing address of this corporation is:

14123 7th Street
Dade City, FL 33525

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The initial Registered Agent of the corporation is:

**Inez Hale
39239 3rd Avenue
Zephyrhills, FL 33540**

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The corporation shall have the number of directors as shown below in Article VIII, 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.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

**Inez Hale
39239 3rd Avenue
Zephyrhills, FL 33540**

**Treva Marshall
39239 3rd Avenue
Zephyrhills, FL 33540**

**Jeff Hale
39239 3rd Avenue
Zephyrhills, FL 33540**

ARTICLE IX - INCORPORATION

The name and street address of each Incorporator of these Articles of Incorporation are as follows:

**Inez Hale
39239 3rd Avenue
Zephyrhills, FL 33540**

**Treva Marshall
39239 3rd Avenue
Zephyrhills, FL 33540**

Jeff Hale
39239 3rd Avenue
Zephyrhills, FL 33540

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt of the Secretary of State's Office.

ARTICLE XI - AMENDMENT

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 of these Articles of Incorporation be made.

ARTICLE XII - PROFIT

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

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - BYLAWS

The powers to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

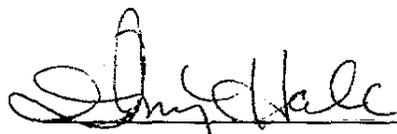
ARTICLE XV - MISCELLANEOUS PROVISIONS

It is the intention of the incorporators of this corporation that the first Board of Directors adopt a plan under section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under this code.

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IN WITNESS WHEREOF, we have hereunto set out hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida on the date below written.

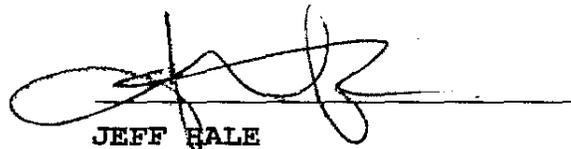
Date: August 1st, 2003 . . .



INEZ HALE



TREVA MARSHALL



JEFF HALE

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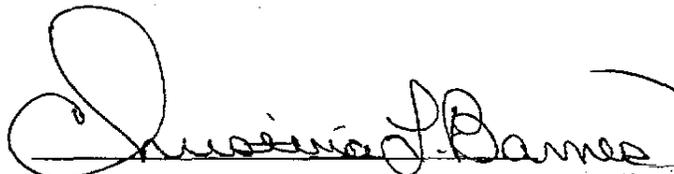
STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, personally appeared **Inez Hale**, personally known to me or who provided Florida Driver License as identification and to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purpose therein expressed.

Witness my hand and official seal in the county and state named above on the date shown below.

Date: August 1st, 2003.



NOTARY PUBLIC

STATE OF FLORIDA AT LARGE



Christina L. Barnes
My Commission DD193754
Expires May 20, 2007

NOTARY NAME

MY COMMISSION EXPIRES:

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Page 9

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, personally appeared **Treva Marshall**, personally known to me or who provided drivers license as identification and to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purpose therein expressed.

Witness my hand and official seal in the county and state named above on the date shown below.

Date: August 01, 2003.



ANTOINETTE L. MATHIS
MY COMMISSION # DD 209381
EXPIRES: May 5, 2007
Bonded Thru Budget Notary Services

Antoinette L Mathis
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Antoinette L Mathis
NOTARY NAME
MY COMMISSION EXPIRES:

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STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, personally appeared **Jeff Hale**, personally known to me or who provided FL. Driver License as identification and to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purpose therein expressed.

Witness my hand and official seal in the county and state named above on the date shown below.

Date: August 1, 2003.



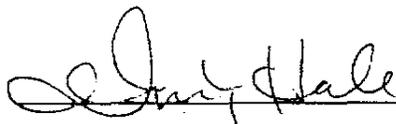
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



NOTARY NAME
MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

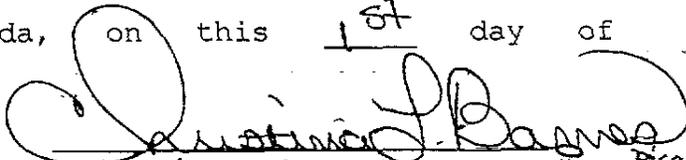
The undersigned having been designated as Registered Agent of **Top Dog Treats, Inc.**, with the registered office at **14123 7th Street, Dade City, FL 33525**, hereby consents to and accepts said designation and acknowledges that the undersigned is familiar with and accepts the obligation provided for in Section 607.325 of the Florida Statutes.


INEZ HALE

STATE OF FLORIDA
COUNTY OF PASCO

Before me, the undersigned authority, this day personally appeared **Inez Hale**, to me well known to be the person described in and who executed the foregoing Acceptance of Registered Agent, and did freely and voluntarily acknowledge before me according to law, that **Inez Hale**, made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Zephyrhills, Florida, on this 1st day of August, 2003.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
 Christina L. Barnes
My Commission DD193754
Expires May 20, 2007
03 AUG - 7 AM 10:32
SECRETARY OF STATE
GALLAHUE
FLORIDA

NOTARY NAME PRINTED

MY COMMISSION EXPIRES: