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PICK-UP WAIT MAIL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS/Blk
10/13/03

TRANSMITTAL LETTER

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

SUBJECT: What Dog, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Dennis Ballinger
Name (Printed or typed)

2896 Tennis Club Drive, #105
Address

West Palm Beach, Florida 33417
City, State & Zip

561-640-0969
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: What Dog, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is: 2896 Tennis Club Drive, #105
West Palm Beach, Florida 33417

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Consulting, sales, music production
and all related activities as permitted under the laws
of the state of Florida.

ARTICLE IV SHARES

The number of shares of stock is: 500 Shares Common Stock.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

- Dennis Ballinger, President & Treasurer
- Kara Kirk, Vice President & Secretary

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Dennis Ballinger
2896 Tennis Court Drive, #105
West Palm Beach, Florida 33417

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

What Dog, Inc.
2896 Tennis Court Drive, #105
West Palm Beach, Florida 33417

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Dennis Ballinger
Signature/Registered Agent Dennis Ballinger

9/22/03
Date

Dennis Ballinger
Signature/Incorporator Dennis Ballinger

9/22/03
Date