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Division of Corporations
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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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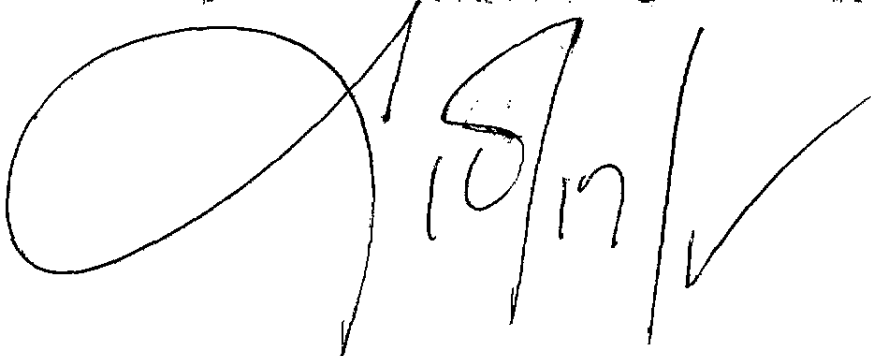
FLORIDA PROFIT CORPORATION OR P.A.**PUPPY R US INTERNATIONAL, INC.**

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ARTICLE OF INCORPORATION
OF
PUPPY R US INTERNATIONAL, INC.

THE UNDESIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S).

ARTICLE I NAME

THE NAME OF THE CORPORATION WILL BE: PUPPY R US INTERNATIONAL, INC.
THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION WILL BE: THE STATE OF
FLORIDA AND ALL THE UNITED STATES: 13985 S. DIXIE HWY
MIAMI, FL 33176

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENAGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATES, COUNTRY, TERRITORY, OR NATION.

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND IT'S VALUE THAT THIS CORPORATION IS AUTORIZED TO HAVE OUTSTANDING AT ANYONE TIME IS: ONE HUNDRED SHARES OF COMMON STOCK WITH PER VALUE OF THE (\$1.00) DOLLARS PER SHARE, ALL OF THE STOCK WILL BE PAYABLE IN CASH, REAL OR PERSONAL PROPERTY, OR LABORS, OR SERVICES IN LIEU OF CASH, VALUATION OF ANY OF THE ABOVE TO BE FIXED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V OFFICERS DIRECTORS

THE NAME (S) AND STREET ADDRESS (E) OF THE INITIAL OFFICER (S) AND DIRECTOR(S), IF ANY, WHO WILL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSOR(S) IS/ARE ELECTED, IS/ARE:

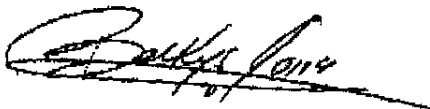
BELKIS TORRES
PRESIDENT-TREASURER
13985 S. DIXIE HWY
MIAMI, FL 33176

ARTICLE VI INCORPORATOR (S)

THE NAME (S) AND STREET ADDRESS (E/S) OF THE INCORPORATOR (S) TO THIS ARTICLES OF INCORPORATION IS/ARE:

BELKIS TORRES PRESIDENT-TREASURER
13985 S. DIXIE HWY
MIAMI, FL 33176

IN WITNESS WHERE OF, THE UNDERSIGNED INCORPORATOR (S) HAS/HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 15 OCTOBER, 2003.



BELKIS TORRES
PRESIDENT-TREASURER

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to provisions of section 607.325, Florida Statutes, the undersigned corporation organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1.- The name of the corporation

PUPPY R US INTERNATIONAL, INC.

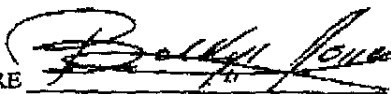
2.- The name and address of the registered agent and office is:

BELKIS TORRES, 13985 S. DIXIE HWY.
(P.O. BOX NOT ACCEPTABLE)

MIAMI FL 33176
(CITY/STATE/ZIP)

I Belkis Torres, accept the duties as registered agent for this corporation.

SIGNATURE

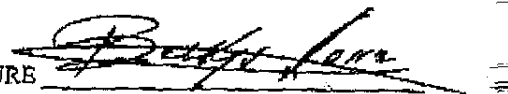


TITLE: PRESIDENT-TREASURER.

DATE: OCTOBER 15, 2003.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE: OCTOBER 15, 2003.

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