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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 FEB 20 P 3

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FLORIDA PROFIT CORPORATION OR P.A.

PUPPIES & MORE INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLE OF INCORPORATION

The undersigned, acting as incorporator(s), for the purpose of forming of a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

PUPPIES & MORE INC.

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TALLAHASSEE, FLORIDA

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2305 NW FEDERAL HIGHWAY
STUART, FLORIDA 34994

ARTICLE III: SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:
100000 shares at par value of \$.01

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ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

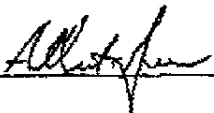
ALBERT GEE
2305 NW FEDERAL HIGHWAY
STUART, FLORIDA 34994

ARTICLE V: INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

ALBERT GEE
2305 NW FEDERAL HIGHWAY
STUART, FLORIDA 34994

The undersigned incorporator has executed these Articles of Incorporation this 17 day of February 2004



TOTAL P. 04

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

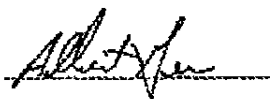
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name of the corporation is: Puppies & More Inc.

The name and address of the registered agent and office is:

Albert Gee
2305 NW Federal Highway
Stuart, Florida 34994

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Date: February 17, 2004

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TALLAHASSEE, FLORIDA

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