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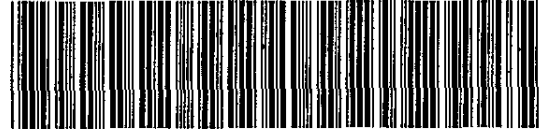
(Business Entity Name)

(Document Number)

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04 JUN -1 PM 2:02
TALLAHASSEE, FLORIDA

HA 6/2/04

TRANSMITTAL LETTER

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

SUBJECT: Star Pups, 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: Mary Valdes
Name (Printed or typed)

27115 SW 157 Avenue
Address

Homestead, FL 33031
City, State & Zip

305-448-8165
Daytime Telephone number

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

**Articles of Incorporation of
STAR PUPS, INC.**

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04 JUN -1 PM 2:01

Article I

The name of this corporation is STAR PUPS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II

The principal office and mailing address of this corporation is:

27115 SW 157 AVENUE
HOMESTEAD, FL 33031

Article III

This corporation is organized for the purpose of transacting in any and all lawful business.

Article IV

The street address of the initial registered office of this corporation is:

27115 SW 157 AVENUE
HOMESTEAD, FL 33031

And the name and address of the initial registered agent/incorporator of this corporation is:

MARY VALDES
27115 SW 157 AVENUE
HOMESTEAD, FL 33031

Article V

The initial Board of Directors of this corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the by-laws of the corporation, but shall never be fewer than one. The name and address of the initial directors of this corporation are:

MARY VALDES, DIRECTOR/PRESIDENT
27115 SW 157 AVENUE
HOMESTEAD, FL 33031

TRACY TALAVERA, SECRETARY/TREASURER
429 NORTH ORANGE DRIVE
LOS ANGELES, CA 90036

Article VI

The aggregate number of shares, which this corporation shall have authority to issue, is One Hundred (100) shares of common stock, all of which are to have a par value of One Dollar.

Article VII

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 24th day of May 2004.


Mary Valdes, Incorporator/Registered Agent