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TALLAHASSEE, FLORIDA

05 MAR 24 PM 2:44

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J. Shivers MAR 30 2005

The Perfect Pup, Inc.

3557 William St
Lake Park, FL 33403
561) 351-8008

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

March 19, 2005

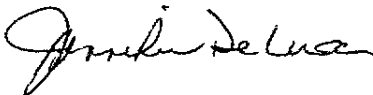
RE : The Perfect Pup, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named entity. The filing fee of \$78.75 is included with this filing.

If we can provide any additional information or be of any further assistance, please do not hesitate to contact us at (561) 296-4700.

Sincerely,



Jennifer DeLuca
Incorporator

/enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF The Perfect Pup, Inc.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **The Perfect Pup, Inc.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3557 William Street, Lake Park, FL 33403. The mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Jennifer DeLuca
AccountAbility Specialists, Inc
8409 N. Military Trail, Suite 118
Palm Beach Gardens, FL 33410

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Robin Billings
Secretary:	Robin Billings
Treasurer:	Robin Billings

whose addresses shall be the same as the principal office of the corporation

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ARTICLE 6 - BOARD OF DIRECTOR(S)

The name and address of the Initial Director(s) of the Corporation shall be:

Robin Billings
3557 William St
Lake Park, FL 33403

whose address shall be the same as the principal office of the corporation.

The number of directors may be either increased or diminished by the by-laws adopted by the shareholder(s) but shall never be less than one.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividend, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

In compliance with Section 607.325, Florida Statutes, the following is submitted:

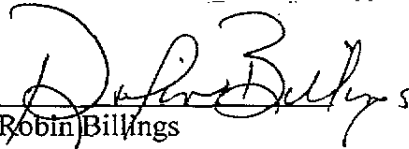
The registered agent and address of the office of the registered agent of this Corporation is:

Robin Billings
3557 William St.
Lake Park, FL 33403
(561) 351-8008

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 performance of my duties and I accept the duties and obligations of Florida Statutes.

Date: March 18, 2005

Signed


Robin Billings

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

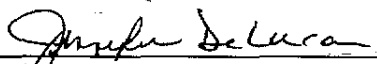
ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective the 1st day of April 2005.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment thereto, or to add any provision to these Articles of Incorporation or to any amendment thereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as subscribing incorporator(s) have hereunto set our hands and seals, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of State, Florida, these articles of incorporation, and certify that the facts stated herein are true.


Jennifer DeLuca, Incorporator

Date: March 18, 2005

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