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05 MAR 30 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 26<sup>TH</sup>, 2005

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Subj: Incorporation of PAWSITIVELY PURRFECT BOUTIQUE, INC.

Dear Sir or Madam:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Paralegal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399

Thank you for your assistance in this matter.

Sincerely,



Rebecca M. Caldwell

FILED

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PAWSITIVELY PURRFECT BOUTIQUE, INC.

ARTICLE I. NAME

The name of this corporation is  
PAWSITIVELY PURRFECT BOUTIQUE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of  
\$1.00 par value common stock, which shall be designated  
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new  
stock of this corporation of the same kind, class or series  
as that which he already holds, shall have the right to  
purchase his pro rata share (as nearly as may be done without  
issuance of fractional shares) at the price at which it is  
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 827 Daytona Drive NE, Palm Bay, Florida 32905, and the name of the initial registered agent of this corporation at that address is REBECCA M. CALDWELL.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial director of this corporation are:

DARLENE BEACH  
6590 Bancroft Ave.  
Cocoa FL 32927

REBECCA M. CALDWELL  
827 Daytona Drive NE  
Palm Bay FL 32905

TIFFANY CALDWELL  
827 Daytona Drive NE  
Palm Bay FL 32905

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 827 Daytona Drive NE, Palm Bay FL 32905, and the mailing address of the corporation is PO Box 61228, Palm Bay FL 32906-1228.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

REBECCA M. CALDWELL  
827 Daytona Drive NE  
Palm Bay FL 32905

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 26<sup>th</sup> day of March, 2005.

Rebecca M Caldwell  
REBECCA M. CALDWELL

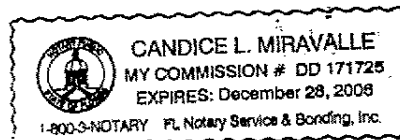
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared REBECCA M. CALDWELL known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 26<sup>th</sup> day of March, 2005.

FLdc

Candice L. Miravalle  
Notary Public




DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That PAWSITIVELY PURRFECT BOUTIQUE, INC., desiring to organize under Statutes of the State of Florida, with its principal office at 827 Daytona Drive NE, Palm Bay, Florida 32905, has named REBECCA M. CALDWELL located at 827 Daytona Drive NW, Palm Bay, Florida 32905, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
REBECCA M. CALDWELL  
Registered Agent