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FLORIDA PROFIT/NON PROFIT CORPORATION

PUPPIES PALACE, CORP

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

PUPPIES PALACE, CORP

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE I

THE NAME of the Corporation shall be:

PUPPIES PALACE, CORP

ARTICLE II

THE CORPORATION may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

THE MAXIMUM number of shares of stock which the Corporation shall have outstanding at any time, shall be **ONE HUNDRED (100)** shares of stock which shall be common stock of a par value of **FIFTY DOLLARS (\$ 50.00)** per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE IV

THIS CORPORATION shall begin business with a minimum capital in the amount of **FIVE THOUSAND DOLLARS (\$5000.00)**.

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ARTICLE V

THIS CORPORATION shall have perpetual existence.

ARTICLE VI

THE PRINCIPAL office of the Corporation shall be located at:

7373 SW 8 STREET MIAMI FLORIDA 33144

OTHER OFFICES for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE VII

The Board of Directors, who need not be stockholders of the corporation, shall manage THE BUSINESS of the Corporation. The number of the Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by- laws.

ARTICLE VIII

THE NAMES and mailing addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

MILGYAN LORENA GUERRA 7373 SW 8 STREET MIAMI FLORIDA 33144
IVONNE A TREJO 7373 SW 8 STREET MIAMI FLORIDA 33144

OFFICERS

MILGYAN LORENA GUERRA
IVONNE A TREJO

PRESIDENT/DIRECTOR
SECRETARY/DIRECTOR

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ARTICLE IX

THE NAMES and mailing addresses of each of the incorporators to this Certificate of Incorporation are as follows:

MILGYAN LORENA GUERRA 7373 SW 8 STREET MIAMI FLORIDA 33144
IVONNE A TREJO 7373 SW 8 STREET MIAMI FLORIDA 33144

ARTICLE X

THIS CORPORATION shall have full power to carry on and transact each or all of the business enumerated in Article II of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE XI

THIS CORPORATION shall have the power to issue the whole or any part, as determined by the Board of Directors, of the shares of the capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE XII

UPON ELECTION of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law, whether said stock shall be fully or partially paid, unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

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ARTICLE XIII

THE CORPORATION shall designate **MILGYAN LORENA GUERRA** with offices located at **7373 SW 8 STREET MIAMI FLORIDA 33144** as Registered Agent to be in charge of the Corporate Registered Office as required by State Law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this March 14, 2006.


MILGYAN LORENA GUERRA


YVONNE A. TREJO

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted,
in compliance with said Act:

That **PUPPIES PALACE, CORP**

principal office, as indicated in the Articles of Incorporation, in the City of
MIAMI, County of **DADE**, State of Florida has named:

MILGYAN LORENA GUERRA
7373 SW 8 STREET
MIAMI FLORIDA 33144

as its Agent to accept service of process within this State.

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
Corporation, at place designated in this Certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping
open said office.


MILGYAN LORENA GUERRA