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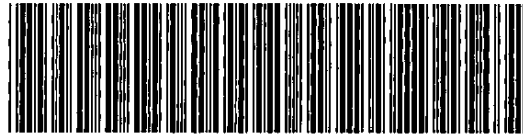
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RANDALL C. CONCELLO

**Attorney At Law
P. O. Box 243
Sarasota, Florida 34230
Tele: 941-955-1591
Fax: 941-351-2259**

E-Mail: srglaw@comcast.net

Office Visits By Appointment Only

October 18, 2006

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

Re: PUSSY POSSE, INC.

Gentlemen:

Enclosed herewith please find the original Articles of Incorporation and Certificate of Registered Agent and our check in the amount of \$78.75 to file same.

Thank you.

Very truly yours,



RANDALL C. CONCELLO, ESQ.

RCC/cr
Encls.

**SIGNED IN MY ABSENCE
TO AVOID DELAY IN SENDING**

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of this corporation shall be:

PUSSY POSSE, INC.

2. The general nature of this business to be transacted shall be for the marketing of general merchandise and for any other lawful purpose.

The foregoing paragraph shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

3. The capital stock of this corporation shall consist of 104 shares of common stock at \$5.00 each. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property and labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

4. The amount of capital with which this corporation shall begin business is not less than Five Hundred (\$500.00) Dollars.

5. This corporation is to have perpetual existence.

6. The principal office of the corporation shall be:

2321 Pennsylvania Avenue, Box 5403, Bradenton, Florida 34281

7. The number of its directors shall be two (2) but the By-laws may provide for such increase or decrease in number thereof as authorized by law.

8. The names and addresses of the members of the first Board of Directors and the name and address of the initial officers are:

Judy Schwanz
2321 Pennsylvania Avenue, Box 5403
Bradenton, Florida 34281

President

Philip D. Schwanz
2321 Pennsylvania Avenue, Box 5403
Bradenton, Florida 34281

Secretary/Treasurer

9. The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take are as follows:

Judy Schwanz 13 Shares
2321 Pennsylvania Avenue, Box 5403
Bradenton, Florida 34281

Philip D. Schwanz 13 Shares
2321 Pennsylvania Avenue, Box 5403
Bradenton, Florida 34238

Ralph Slocum 13 Shares
P. O. Box 5744
Bradenton, Florida 34281

Helen Slocum 13 Shares
P. O. Box 5744
Bradenton, Florida 34281

Ron Scholfield 13 Shares
524 65th Avenue E
Bradenton, Florida 34203

Onni-Lee Scholfield 13 Shares
524 65th Avenue E
Bradenton, Florida 34203

Tori Patterson 13 Shares
1618 39th Avenue Drive E
Ellenton, Florida 34222

Charles Gray 13 Shares
P. O. Box 5037
Bradenton, Florida 34281

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

10. The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of these Articles of

Incorporation.

(a) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

(b) The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

(c) The original incorporators of the corporation shall not have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article 9 hereof to any other persons, or to firms or corporations except as provided by the Buy-Sell Agreement executed by all subscribers. In the event that all of the original incorporators do not execute the Buy-Sell Agreement then each subscriber shall have the right upon the corporate organization to assign and deliver their subscriptions of stock to any other persons, firm or corporations.

(d) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of

Incorporation at Sarasota County, Florida for the uses and purposes aforesaid this 14 day of October, 2006.

Judy Schwanz
JUDY SCHWANZ

Philip D Schwanz
PHILIP D. SCHWANZ

Ralph Slocum
RALPH SLOCUM

Helen Slocum
HELEN SLOCUM

Ron Scholfield
RON SCHOLFIELD

Onni-Lee Scholfield
ONNI-LEE SCHOLFIELD

Tori Patterson
TORI PATTERSON

Charles W. Gray
CHARLES GRAY

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, personally appeared **JUDY SCHWANZ, PHILIP D. SCHWANZ, RALPH SLOCUM, HELEN SLOCUM, RON SCHOLFIELD, ONNI-LEE SCHOLFIELD, TORI PATTERSON and CHARLES GRAY** who are known to me to be the persons described in or who furnished N/A as identification, and who executed the foregoing instrument and who acknowledged before me that they executed the same. If the blank remains in this acknowledgment then the Affiants were personally known to the Notary Public.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of Oct, 2006.



Randall Cope Concello
MY COMMISSION # DD227519 EXPIRES
September 26, 2007
BONDED THRU TROY FAIN INSURANCE, INC

[Signature]
Notary Public

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

PUSSY POSSEE, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 2321 Pennsylvania Avenue, Box 5403 City of Bradenton, County of Manatee, State of Florida, has named **RANDALL C. CONCELLO, ESQ.**, whose principal office is located at 2033 Main Street, Suite 502, Sarasota, Florida 34237, as its agent to accept service of process within this state.

I agree as Resident Agent to accept service of process; to keep office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



RANDALL C. CONCELLO, ESQ.
2033 Main Street, Suite 502
P. O. Box 243
Sarasota, Florida 34230
Tele: 941-955-1591
Fax: 941-351-2259
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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