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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EASTKIT CORPORATE OUTFITS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 SEP 12 PM 12:59

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FLORIDA PROFIT/NON PROFIT CORPORATION**HAPPY PUPPY USA INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HAPPY PUPPY USA INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The Name of the corporation shall be:

HAPPY PUPPY USA INC.

The principal place of business of this corporation shall be:

14527 SW 42 ST
Miami, FL 33175

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

Aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any time is one hundred shares (100) at \$5.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS/DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected is (are):

DIRECTOR/PRESIDENT ARNALDO GOMEZ
 SECRETARY 14527 SW 42 ST
 MIAMI, FL. 33175

DIRECTOR/VICE-PRES ALEXANDER CAJETE
 14527 SW 42 ST
 MIAMI, FL 33175

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

ARNALDO GOMEZ
14527 SW 42 ST
MIAMI, FL 33175

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed the Articles of Incorporation this 12TH day of September, 2007 signature of incorporator(s).



Arnaldo Gomez

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2007 SEP 12 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation:

HAPPY PUPPY USA INC.

The name and address of the registered agent and office is:

ARNALDO GOMEZ
14527 SW 42 ST
MIAMI, FL 33175

SIGNATURE: X

Arnaldo Gomez

TITLE:

PRESIDENT

DATE:

9/12/07

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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: X

Arnaldo Gomez

DATE:

9/12/07