Florida Department of State

Division of Corporations Public Access System

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Division of Corporations

Fax Number : (850) 617-6381

Account Name : FASTKIT CORPORATE OUTFITS

Account Number : 071001002335

Phone : (305)599-0839 Fax Number : (305)716-0346

PUPPIE'S WORLD USA #2, CORP

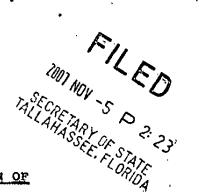
FLORIDA PROFIT/NON PROFIT CORPORATION

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ARTICLES OF INCORPORATION OF

PUPPIE'S WORLD USA #2, Corp

ARTICLE I- NAME:

The name of this corporation is: PUPPIE'S WORLD USA #2 CORP

ARTICLE II-DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV-CAPITAL STOCK:

This corporation is authorized to issue 500 Hundred shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

ARTICLE V-PREEMPTIVE RIGHTS:

Every shareholders, upon the sale for cash of any new stock of

Prepared by: Abes Accounting Service's Inc 85 Grand Canal Dr #404 Miami, Fla 33144 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 thereof (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 principal office of this corporation

is: 1548 SW 27 TH Avenue Miami, FLa 33145

The name of the initial registered agent of this corporation is:

CENEIDA GUTIERREZ

ARTICLE VII-INITIAL BOARD OF DIRECTORS:

This corporation shall have One (%) director(s), 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 (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

Ceneida Gutierrez 9926 SW 2 Street Miami, Fla 33174

ARTICLE VIII-INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law

ARTICLE IX-INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is { are}:

CENEIDA GUTIERRES 9926 SW 2 Street Miami, Florida 33/14-

Ceneida Gutierrez

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TALLAHASSEE STATE

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMINITÉE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORADA NAMING AGENT UPON WHOM SERVICE OF PROCESSS MAY BE EFECTIVE

IN COMPLIANCE with section 607.034 of the Florida Statutes the following is submitted: desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named: Ceneida Gutierrez as its agent to accept service of process within the State of Florida, with the registered address as: 9926 SW 2 Street, Miami, Florida, 33/14.

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

DATED: THE 31 DAY OF Octobert 2007