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**FLORIDA PROFIT/NON PROFIT CORPORATION
CUTE HAPPY PUPPIES, INC.**

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ARTICLES OF INCORPORATION
OF
CUTE HAPPY PUPPIES, INC.

The undersigned, acting as Incorporator, under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation ("Corporation") is:

CUTE HAPPY PUPPIES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal office of the corporation is 2675 S.W. 15th Street, Miami, Florida 33161.

ARTICLE III - DURATION AND COMMENCEMENT

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Division of Corporations of the Florida Department of State.

ARTICLE IV - NATURE OF BUSINESS

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

ARTICLE V - REGISTERED AGENT

The name and the Florida street address of the registered agent is:

Filings, Inc.
3732 Northwest 16th Street
Fort Lauderdale, Florida 33311

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in these Articles, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Florida Statutes.


Teresa Roman

ARTICLE VI - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock at One Dollar (\$1.00) par value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII - INCORPORATOR

The name of the person signing these Articles of Incorporation is Jonathan D. Louis, Esq., c/o Jonathan D. Louis, P.A., located at 7777 Glades Road, Suite 315-B, Boca Raton, Florida 33434.

ARTICLE VIII - BYLAWS

The bylaws of the corporation may be created, amended or changed by the shareholders or directors at any regular or special meeting, duly held.

ARTICLE IX - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article IX shall adversely affect any right of or protection afforded to a director of the corporation existing immediately prior to such repeal or modification.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the corporation. Without limiting the generality of the foregoing, the bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 27th day of August, 2010.


Jonathan D. Louis, Incorporator

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