

THOMAS G. SANDER
ATTORNEY AND COUNSELLOR AT LAW

TELEPHONE 233-6641
FAX 233-7510
AREA 904

SUITE 110
8025 SW 148th STREET
MIAMI, FLORIDA 33176

P95000069-337

August 1, 1995

Secretary of State
Department of State
Tallahassee, Florida 32304

Attn: Corporation Bureau

RE: Poodee's, Inc.

Gentlemen:

Enclosed are the completed Articles of Incorporation for the referenced corporation.

A copy of same is enclosed. Please endorse your approval of the Articles of Incorporation on the copy, certify and return same to this office.

Trust Account Check No. 8710 for \$122.50 is attached.

Sincerely,

Lois A. Sander
Lois A. Sander (Mrs.),
Secretary for the Firm

LAS/mp
Enclosures-check

FILED
95 SEP -5 PM 8:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1007
9-8-95

ARTICLES OF INCORPORATION
OF
POODEE'S, INC.

FILED

95 SEP -5 AM 8:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporator(s), hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be as stated above.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be as follows:

(a) To operate and transact any legal business, and to buy, sell, lease, rent, hire, and maintain equipment for said business and to do generally all and everything incidental to the operation of said business;

(b) To purchase, lease and hold real and personal property and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money on such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary, incidental or proper to the exercise of any of all of the aforesaid purposes of the corporation;

(c) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times secured by mortgage or otherwise;

(d) To guarantee, endorse, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, preferred stock, and stock warrants of, or any bonds or other evidence of indebtedness created by any other corporation or corporations, and while owning said stock to exercise all the rights, powers, and privileges or ownership, including the right to vote thereon;

(e) To purchase, sell, and transfer shares of its own capital stock;

(f) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose in, and buy, property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and all other states and countries;

(g) In general, to carry on any other business in connection with the foregoing and to exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts all things herein before set forth to the same extent as a natural person might or could do;

(h) The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of capital stock authorized to be issued by this corporation shall be five thousand (5,000) shares, having a par value of one dollar (\$1.00) per

share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor of services at a fair valuation to be fixed by the incorporator, or by the board of directors, at a meeting called for such purposes. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

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

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VII

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the state of Florida and to establish branch offices and other places of business at such places within the state of Florida, as may be deemed expedient: 13240 S.W. 67th Street, Miami, Florida 33183.

ARTICLE VIII

There shall be a board of directors for this corporation which shall consist of not less than one (1) and not more than five (5), the number of same to be fixed by the corporate by-laws. Each of said directors shall be of full age and at least one of them shall be a citizen of the United States.

ARTICLE IX

The first Board of Directors shall be:

MICHAEL P. KRUTULIS, of 13240 S.W. 67th Street, Miami, FL 33183.

HOLLIS M. KRUTULIS, of 13240 S.W. 67th Street, Miami, FL 33183.

The members of the first Board of Directors shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE X

The name(s) and address(es) of the subscriber(s) of these Articles of Incorporation is:

MICHAEL P. KRUTULIS, of 13240 S.W. 67th Street, Miami, FL 33183.

HOLLIS M. KRUTULIS, of 13240 S.W. 67th Street, Miami, FL 33183.

ARTICLE XI

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

Michael P. Krutulis
MICHAEL P. KRUTULIS

Hollis M. Krutulis
HOLLIS M. KRUTULIS

STATE OF FLORIDA)
COUNTY OF DADE) SS:

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared MICHAEL P. KRUTULIS and HOLLIS M. KRUTULIS, to me known to be the person(s) described as subscribed to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this 31st day of August, 1995.



NOTARY RUBBER STAMP SEAL

Thomas G. Sander
NOTARY PUBLIC

Thomas G. Sander
PRINTED NOTARY NAME

THIS INSTRUMENT PREPARED BY:

THOMAS G. SANDER
Attorney and Counselor at Law
8925 S.W. 148th Street - Suite 110
Miami, Florida 33176
Tel: (305) 233-6561

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

FILED

95 SEP -5 AM 9:36

CLERK OF DISTRICT COURT
STATE OF FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That POODEE'S, INC., desiring to organize under the laws of the state of Florida with its principal office as is indicated in the Articles of Incorporation at County of Dade, State of Florida, has named HOLLIS KRUTULIS, of 13240 S.W. 67th Street, Miami, Florida 33183, as its agent to accept service of process within this State.

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.

BY: Hollis Krutulis
HOLLIS KRUTULIS