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9/11/95

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135- 34-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H95000010060)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PUPPY LOVER'S U.S.A. INC.

FAX AUDIT NUMBER: H95000010060

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/11/1995

TIME REQUESTED: 12:03:35

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TALLAHASSEE, FLORIDA

SEP 12 AM 9:39

PH 300

SEP 11 PM 3:51
DEPT. OF STATE

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ASSIGNMENT BY SOLE INCORPORATOR AND SOLE SUBSCRIBER

TO

THE ARTICLES OF

PUPPY LOVER'S U.S.A. INC.

Empire Corporate Kit of America, Inc., Sole incorporator and sole subscriber, for value received, hereby assigns any and all rights it may have as such incorporator and subscriber to the following:

Ray C. Stormont
Ray Stormont for
Empire Corporate Kit of
America, Inc.

AFFIDAVIT

STATE OF :

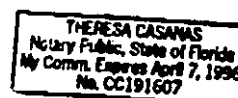
COUNTY OF :

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set fourth above, personally appeared Ray Stormont known to me and known by me to be the person who executed the foregoing assignment, and he acknowledged before me that he executed this assignment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 11 day of SEPTEMBER 1995.

Theresa Casañas
Notary Public, State of
Florida at large

My Commission expires:



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ARTICLES OF INCORPORATION
OF

PUPPY LOVER'S U.S.A. INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: PUPPY LOVER'S U.S.A. INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 18915 N.W. 44 COURT
MIAMI FLORIDA 33055

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$ 1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: MARIA ISABEL ALFONSO
18915 N.W. 44 COURT
MIAMI FLORIDA 33055

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) whose to serve as an initial director(s) is:

PRESIDENT
MARIA ISABEL ALFONSO
18915 N.W. 44 COURT
MIAMI FLORIDA 33055

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 W. FLAGLER STREET #200
MIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 11 day of SEPTEMBER, 1995.

Ray C. Stormant
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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.

First that PUPPY LOVER'S U.S.A. INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named MARIA ISABEL ALFONSO
(Name of Registered Agent)
located at 18915 N.W. 44 COURT

City of MIAMI County of DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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.

SIGNATURE

Maria Isabel Alfonso
Registered Agent

FILED
25 SEP 12 AM 9:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Charter Number Only

P95000069879

11-B-110
Requestor's Name
Xiomara Lee, P.A.
Address
1100 S. Jackson Blvd
Miami, FL 33150
City State ZIP Phone

6070-10604

L I D A T I O N
O N L Y

PLANNED PROGRESS
11-706-215-01026-01
*****35.00 *****35.00

CORPORATION(S) NAME

© Jimmy Glover's USA, Inc.

- () Profit
() NonProfit
() Foreign
() Limited Partnership
() Reinstatement
() Certified Copy
() Call When Ready
X Walk In
- X Amendment
() Dissolution
() Annual Report
() Reservation
() Photo Copies
() Call If Problem
() Will Wait
- () Merger
() Mark
() Other
() Change of Registered Agent
() Certificate Under Seal
() After 4:30
() Mail Out
- X Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

21011-13
Amendment
11/6/95
PC

RECEIVED
NOV 17 1995
STATE
FID
3:05
TOLL FREE: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1995

EMPIRE

SUBJECT: PUPPY LOVER'S U.S.A. INC.
Ref. Number: P95000069879

We have received your document for PUPPY LOVER'S U.S.A. INC. and your check(s) totalling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE CLARIFY WHETHER OR NOT ARTICLE VII IS BEING AMENDED TO DELETE MARIA ISABEL ALFONSO AS PRESIDENT AND DIRECTOR OR JUST AS PRESIDENT. PLEASE STATE IF PEDRO MARTINEZ, JR. WILL BE A DIRECTOR AS WELL AS THE PRESIDENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 895A00049497

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Happy Town, Inc. A Corp
(corporation name)

FILED
10/25/95
11:30 AM
CLERK OF COURT
JACKSONVILLE, FLA.

Pursuant to the provisions of section 607.1025, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VII: We Will to change MARIA Isabel ALPONSU to President, and director, and be legate the Charges of President and Director to Pedro Martinez Jr. Charges Address 3010 SW 130 AVE MIAMI, FLA 33173

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 10/25/95

FOURTH: Adoption of Amendment(s) (check one)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 10 day of 25, 19 96.

Signature Maria Isabel Alfonso
 (By the Chairman or Vice Chairman of the Board of Directors,
 President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Maria Isabel Alfonso
 Typed or printed name

President
 Title