

TRANSMITTAL LETTER

THE UNIVERSITY OF CHICAGO
CHICAGO, ILLINOIS 60637-1508
U.S.A.

(Proposed corporate name - must include suffix)

FILED
JUN -4 PM 1:27
SECURITY DIVISION
WASHINGTON, D.C.
and a check

Additional Copy Required

Name (printed or typed)

Address

City, State & Zip

Daytime Telephone number

RECEIVED
96 JUN -4 PM 1: 13
DIVISION OF CORPORATION

3/11/14

NOTE: Please provide the original and one copy of the articles.

B. REGISTER JUN 4 1996

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**ARTICLES OF INCORPORATION
OF
PUPPY LAND, INC.**

96 JUN -4 PM 1:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Puppy Land, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America. This shall include, but not be limited to: wholesale and retail of animals and pet supplies and all other related activities.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE IV - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The name of the initial officer and director if this corporation is:

Elizabeth Jones
16088 E. Sycamore Drive
Loxahatchee, Fl 33470

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is Elizabeth Jones, 16088 E. Sycamore Drive, Loxahatchee, Florida, 33470.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - CORPORATE ADDRESS

The initial address in the State of principal office of the corporation shall be:

16088 E. Sycamore Drive
Loxahatchee, Fl 33470

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - SUB-CHAPTER S CORPORATION

This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - SECTION 1244

This corporation elects to be treated under the provision of I.R.S. Code Section 1244.

ARTICLE XIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Elizabeth Jones
16088 E. Sycamore Drive
Loxahatchee, Fl 33470

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25 day of July, 1996.

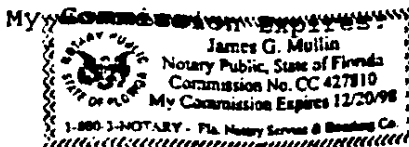
Elizabeth Jones

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements, in the State and County aforesaid, personally appeared Elizabeth Jones, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same for the purposes there expressed.

IN WITNESS HEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 25 of July, 1996.

James G. Mullin
James G. Mullin
Notary Public, State of Florida
at Large



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90 JUN -4 PM 1:27
CLERK OF COURT
STATE OF FLORIDA

CERTIFICATE DESIGNATING
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 office/registered agent, in the State of Florida.

1. The name of the Corporation is:
Puppy Land, Inc.
2. The name and address of the registered agent and office is: ELIZABETH JONES, 16088 Sycamore Drive, Loxahatchee, Fl 33470.

SIGNATURE Elizabeth Jones
(Corporate Officer)

TITLE: President

DATE: 5-3-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEARBY 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: Elizabeth Jones
(Registered Agent)

DATE: 5-3-96