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8/06/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS INTERNATIONAL, INC.
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000

FAX: (904) 922-4000

CONTACT: JOHNNY C RODRIGUEZ
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PUPPY HOLDINGS INC.

FAX AUDIT NUMBER: H96000010901

DATE REQUESTED: 08/06/1996

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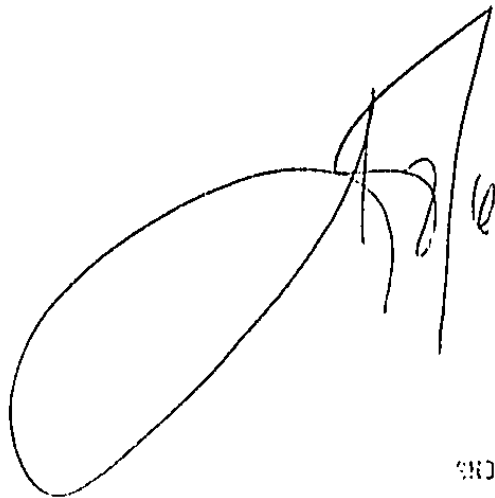
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FLORIDA DIVISION OF CORPORATIONS

56 AUG -6 PM 3:08

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**Articles of Incorporation
of
Puppy Holdings Inc.**

Article I. Name

The name of this Florida corporation is:
Puppy Holdings Inc.

Article II. Address

The mailing address of the Corporation is:
Puppy Holdings Inc.
600 Palm Avenue, Suite A
Hialeah FL 33010

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Antonio Gestido Jr.
Luis Machado
Ceferino Machado

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective August 6, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on August 6, 1996

Corporate Creations International Inc.

By: 
Joseph P. Mata Vice President

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:

Puppy Holdings Inc.

REGISTERED AGENT:

**Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


**Corporate Creations Enterprises, Inc.
Joseph P. Mata, Vice President**

Date: 8/6/96

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