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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GROOMING-DALE'S PET SALON, INC.

AUDIT NUMBER...... H97000000937 DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...O

PAGES..... 4

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The undersigned subscriber to these Articles of Incorporation, a natural person competant to contract, hereby undertakes to form a corporation under the laws of the State of Florida.

ARTICLE 1. NAME. The name of this corporation is Grooming-

dale's Pet Salon, Inc.

ARTICLE 2. <u>DURATION</u>. This corporation is to exist perpetually, commencing at the time of the filing of these Articles of Incorporation.

ARTICLE 3. PURPOSE. This corporation is organized for the

purpose of transacting any or all lawful business.

ARTICLE 4. CAPITAL STOCK. This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value capital stock.

ARTICLE 5. PRE-EMPTIVE STOCK. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share of such new stock at the price at which it is offered to others.

ARTICLE 6. INITIAL REGISTERED OFFICE & AGENT. The street address of the initial registered office of this corporation is 8306 Mills Drive, #181, Miami, Florida 33183, and the name of the initial registered agent of this corporation is Heather Ivanyi.

ARTICLE 7. INITIAL PRINCIPAL PLACE OF BUSINESS. The street address of the initial principal place of business of this corpo-

ration is 8306 Mills Drive, #181, Miami, Florida 33183.

ARTICLE 8. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The name and address of the initial director of this corporation is Heather Ivanyi, 8306 Mills Drive, #181, Miami, Florida 33183.

ARTICLE 9. SUBSCRIBER. The name and address of the subscriber to these Articles of Incorporation is Heather Ivanyi, 8306

Mills Drive, #181, Miami, Florida 33183.

ARTICLE 10. INDEMNIFICATION. This corporation shall indemnify any officer or director or any former officer or director, to

the full extent as permitted by law.

ARTICLE 11. AMENDMENT. This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

This instrument prepared by: Mark S. Kimmel, Esq. 6701 Sunset Drive, #105 Miami, Plorida 33143 305-661-6400 FL Bar No.: 273201

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IN WITHESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of JAOORE 1997.

HEATHER IVANYI

STATE OF PLORIDA)

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COUNTY OF DADE

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Heather Ivanyi, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this /6 day of ________, 1997.

NOTARY PUBLIC STATE OF FLORIDA

MARIK O., KIMMAEL MY COMMISSION & COSSIBUSE EXPIRES AARI O., 1997 EXPORT THE TROY FAIR RESIDENCE, DC. CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOWLCILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE POLLOWING IS SUBMITTED:

FIRST... that GROOMINGDALE'S PET SALON, INC. is desirous to organize under the Laws of the State of Florida, with its principal place of business at Miami, Florida has named Heather Ivanyi located at 8306 Mills Drive, \$181, Miami, Florida 33183 as its agent to accept service of process within Florida.

By: 100 Changi Date: 1-16-97

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity.

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