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NEW FILINGS	AMENDMENTS		
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NonProfit	Resignation of R.A., Officer/ Dire	Resignation of R.A., Officer/ Director	
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OTHER FILINGS	REGISTRATION/ QUALIFICATION		
Annual Report			
Fictitious Name	Foreign		
Name Reservation	Limited Partnership		
-	Reinstatement		
-	Trademark	1	
	Other	1 1	

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ARTICLES OF INCORPORATION

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The undersigned subscribing to these Articles of Incorporation, a natural person over the age of 18 years, competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida:

- ARTICLE 1, Name: The name of the corporation is: POP POPS PUPPY LAND, INC.
- ARTICLE 2, Nature of Business: The nature and purpose of this corporation is to engage in any legal activities permitted in the State of Florida including operating pet shops, wholesale and retail sale of animals and pet supplies and all other related activities.
- ARTICLE 3, Term of Existence: The term of existence of the corporation shall be perpetual.
- ARTICLE 4, Aggregate number and type of shares of stock which this corporation shall have authority to issue: This corporation shall have authority to issue One Thousand (1000) shares of no par value stock.
- ARTICLE 5, Preemptive Rights: Corporate Shareholders shall have preemptive rights to purchase additional corporate shares.
- ARTICLE 6, Initial Post Office Address of Principal Office: The initial post office address of the principal corporate office is: 10457 Southern Blvd., Royal Palm Beach, Florida 33411.
- ARTICLE 7, Initial Registered Office and Agent: The initial Registered Agent and initial street address of the initial registered office of the corporation is: Shawn Ecklof, 10457 Southern Blvd., Royal Palm Beach, Florida 33411.
- ARTICLE 8, Number of Directors: The number of directors of this corporation shall be One. The initial director is: Shawn Ecklof, 10457 Southern Blvd., Royal Palm Beach, Florida 33411. The aforenoted director shall serve until his successor is elected in accordance with the Bylaws of the corporation and applicable laws of the State of Florida.
- ARTICLE 9, Name and address of each incorporator/subscriber, and the number of shares and value of consideration is: Shawn Ecklof, 10457 Southern Blvd., Royal Palm Beach, Florida 33411; 600 shares valued at \$1,000.00.
- ARTICLE 10, Initial Capitalization: Initial Capitalization of this corporation is \$1,000.00.
- ARTICLE 11, Bylaws: Bylaws of the corporation may only be adopted

or amended or modified by a vote of a least fifty-one percent (51%) of the outstanding shares of the stock of the corporation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the subscriber this 24day of May, 1997.

SHAWN ECKLOF

STATE OF FLORIDA COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared SHAWN ECKLOF, who was sworn, and who produced adequate identification, and to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same. E241-783 69/1850 (F/. ID)

WITNESS my hand and official seal in the County and State last aforesaid this the Aday of May, 1997.

14-NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:

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

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, and the law in such case made and provided,

That whereas POP POPS PUPPY LAND, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated on the Articles of Incorporation at the City of Royal Palm Beach, County of Palm Beach, Florida, has named SHAWN ECKLOF, whose address is 10457 Southern Blvd., Royal Palm Beach, Florida 33411 as its agent to accept service of process within the State,

The undersigned, having been thus named to accept service of process for the above state corporation at the place designated in the certificate does hereby accept such designation and does hereby agree to comply with the provisions of said law relative to keeping open said office.

SHAWN ECKLOF

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