

P98000006463

11762 N. Kendall Drive
Suite # 160
Miami, Florida 33186
(305) 279-1080

January 13, 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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-01/20/98--01044--002
****122.50 ****122.50

Re: Articles of Incorporation for : **Conquistador Kennels Corporation**

Enclosed you will find two (2) sets of the Articles of Incorporation for:

Conquistador Kennels Corporation

We request a certified copy of the Articles of Incorporation, enclosed you will find our check in the amount of \$ 122.50 to cover the filing fees plus a CERTIFIED Copy.

Please forward certified copy to the following address:

Mr. Gil Coca
Internet Merchants
11762 N. Kendall Drive
Suite # 160
Miami, Florida 33186

Should you have any questions regarding this matter, please contact me at:
(305) 279-1080 or Fax (305) 596-2871

Sincerely,

Gil Coca

GC/ym
Encl

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TALLAHASSEE, FLORIDA

86-12-1
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ARTICLES OF INCORPORATION
OF
CONQUISTADOR KENNELS, CORPORATION

The undersigned incorporator(s), hereby associates themselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporation for profit.

ARTICLE I

The name of this corporation shall be:

CONQUISTADOR KENNELS CORPORATION

Its business shall be carried on in Miami, Florida and at such other point or places in the State of Florida, and in the United States and Foreign countries as may from time to time authorized by the Board of Directors. Its principal office shall be at:
10766 S.W. 24th Street Miami, FL 33165
The registered office of the corporation is 10766 S.W. 24th Street Miami, Florida 33165 and the registered agent at that address is:
Clara E. Barreto

ARTICLE II

This general nature of business to be transacted is as follows:

SECTION 1. To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber, and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain, for the purposes of the company, conduct, reconstruct or purchase, either directly or through ownership in stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, ship, factories, plants, gas houses, machinery rights, easements, privileges, franchises and licenses, and to sell, lease, hire or otherwise dispose of the lands buildings or other property of the company or any part thereof.

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SECTION 2. To act as agent for others in the purchase and sale of goods, wares, merchandise, articles, materials and equipment of all kinds.

SECTION 3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, assign, sell, transfer, otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it not to conduct a banking, safe deposit, trust, insurance, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

SECTION 4. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

SECTION 5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness, as required.

SECTION 6. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

SECTION 7. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owners of such stock, to exercise all rights, powers, and privileges of ownership, including the right to vote such stock.

SECTION 8. This corporation shall have all the general powers together with all the additional and specific powers granted by the laws of the State of Florida, as well as all implied powers in carrying out the foregoing express powers.

SECTION 9. The foregoing clauses shall be construed both as object and powers, but no recitation, expression, or declarations of specific powers or special powers or purposes shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE III

The authorized capital stock of the corporation shall be 100 (one hundred) shares of one dollar (\$ 1.00) par value common stock which shall be designated " Common Shares."

ARTICLE IV

This corporation shall have perpetual existence, unless sooner dissolved by operation of law.

ARTICLE V

This corporation shall begin business with as amount of capital of not less than \$ 100.00.

ARTICLE VI

The Board of Directors of this corporation shall consist of at least one director, the exact number to be fixed by the By-Laws of the corporation, who shall administer the affairs of the corporation and shall have the right to establish and set their own salaries, as well as those of the officers of the corporation.

ARTICLE VII

The name and address of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:

CLARA E. BARRETO
10766 S.W. 24th Street
Miami, Florida 33165
(Director)

WOLFGANG A. BARRETO
10766 S. W. 24th Street
Miami, Florida 33165
(Director)

ARTICLE VIII

The names and post office addresses of the Incorporator(s)
is/are as follows:

Clara E. Barreto
10766 S. W. 24th Street
Miami, Florida 33165

Wolfgang A. Barreto
10766 S.W. 24th Street
Miami, Florida 33165

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 14th day of
JANUARY 1998

By: [Signature]

By: [Signature]

STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

Before me, a notary public authorized to take acknowledgments
in the state and county set forth above, personally appeared Clara E.
Barreto and Wolfgang A. Barreto who is/are personally known to me
or have produced theirs, drivers license as identification and
acknowledge before me that they have executed these Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the state and county aforesaid, this 14th
day of JANUARY, 1998.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA

MY COMMISSION EXPIRES:



JOSE CARBO
COMMISSION # CC 390636
EXPIRES JUL 7, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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

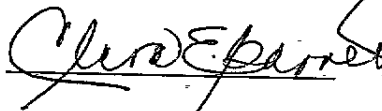
In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

Conquistador Kennels Corporation, a Florida Corporation, with
its principal officer as indicated in the Articles of Incorporation, in the
City of Miami, Florida, has named Ms. Clara E. Barreto located at
10766 S. W. 24th Street Miami, Florida 33196 as its agent to accept
service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-
stated corporation, at place designated in this Certificate,
I, Clara E. Barreto, hereby accepts to act in this capacity, and agrees
to comply with the provision of said Act relative to keeping open said
office.

By:



Clara E. Barreto

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