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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 18, 1998

LAZARUS

MIAMI, FL

SUBJECT: PUPPYLAND INC. Ref. Number: W98000014040

We have received your document for PUPPYLAND INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding of Florida or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 498A00033847

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Puppyland USA INC.

98 JUN 19 PH 12: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

697 NW 135 Court Miami, FL 33182

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ileana Lily Martinez 697 NW 135 Court Miami, FL 33182

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Ileana Lily Martinez- 697 NW 135 Ct., Miami, FL 33182
Patty A. Chang- 19501 E. Country Club Drive #605
Aventura, FL 33180

ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

OWNER - Ileana L Martinez- 697 NW 135 Ct., Miami, FL 33182

PRESIDENT - Patty A. Chang- 19501 E Country Club Drive #605 Aventura, FL 33180

VICE PRES/SEC - Pedro S. Martinez- 697 NW 135 Court Miami, FL 33182

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this _____16th____ day of ______, 19_98_.

Signature Ileana (L Martinez

Signature Patty A Chang

Signature Pedro S Martinez

Articles of Incorporation Filing Fee - \$35

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of th	e corporation is: <u>PUPPYLAND USA INC.</u>	
The name and	address of the registered agent and office is:	
	Ileana Lily Martinez	
	(NAME)	
	697 NW 135 Court	
	(P.O. BOX <u>NOT ACCEPTABLE)</u>	
	Miami, FL 33182	
	(CITY/STATE/ZIP)	

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS RECISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Ileana L Martinez

DATE

June 16, 1998

REGISTERED AGENT FILING FEE: \$35.00