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July 21, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-07/24/98--01079--004
*****70.00 *****70.00

Re: CLASSIC DOGS, INC.

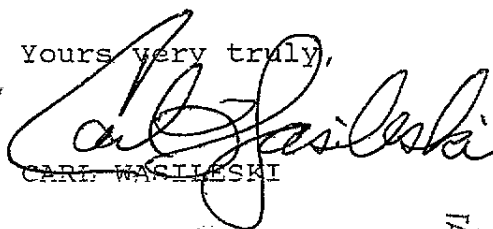
Dear Sirs:

Enclosed herewith please find the Articles of Incorporation on the above-captioned corporation for filing with your office, along with a duplicate copy for certification and our check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certificate Designating Registered Agent	\$35.00
	<u>\$70.00</u>

We would appreciate it if you would return a certified copy of the Articles to this office. Thank you for your assistance in this matter.

Yours very truly,


CARL WASILESKI

CW/dlw
Enclosures

FILED
98 JUL 24 AM 8:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUL 25 1998

ARTICLES OF INCORPORATION
OF
CLASSIC DOGS, INC.

The undersigned subscriber of these Articles of Incorporation hereby executes the same for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

CLASSIC DOGS, INC.

ARTICLE II

The general nature of the business initially transacted by this corporation shall be and is as follows: To conduct, carry on, operate and engage in the business of food sales from mobile locations.

However, the corporation may also engage in or carry on any business activity or commercial enterprise which is lawful under the laws of the State of Florida and the laws of the United States of America.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock of Five Dollars (\$5.00) par value; all that are issued to be fully paid and exempt from assessment.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The capital stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statutes.

ARTICLE IV

The amount of capital with which this corporation shall begin business will be not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be 2423 Larkwood Road, Titusville, Florida 32780.

ARTICLE VII

The initial registered agent of this corporation shall be PATRICIA HUGHES and the registered office shall be 2423 Larkwood Road, Titusville, Florida 32780.

ARTICLE VIII

The number of Directors shall be not less than one (1) but no more than five (5).

ARTICLE IX

The name and post office address of the first Board of Directors and Officers, who, subject to the provisions of the Articles of Incorporation and the By-Laws of the corporation and the first year of the corporation's existence, or until succes-

sors are elected and have qualified are:

NAME and ADDRESS	OFFICE
PATRICIA HUGHES 2423 Larkwood Drive Titusville, FL 32780	President/Secretary
PAUL HUGHES 2423 Larkwood Drive Titusville, FL 32780	Vice President/Treasurer

ARTICLE X

The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

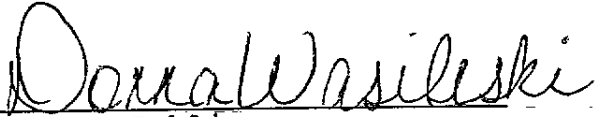
I, THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, accordingly have hereunto set my hand and seal this 21 day of July, 1998.


PATRICIA HUGHES

STATE OF FLORIDA)

COUNTY OF BREVARD)

The foregoing Articles of Incorporation were acknowledged before me this 21st day of July, 1998, by PATRICIA HUGHES.



Notary Public
State of Florida at Large

(S E A L)

My Commission Expires:

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

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

First: That **CLASSIC DOGS, INC.** desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Titusville, Brevard County, Florida, has named PATRICIA HUGHES, whose address is 2423 Larkwood Road, Titusville, Florida 32780, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


PATRICIA HUGHES
Registered Agent

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98 JUL 24 AM 8:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA