

LAW OFFICES

Barbara L. Wolf, P.C.

A PROFESSIONAL ASSOCIATION

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January 28, 1999

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Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
2-1-99

Re: HAPPY PUPPY KINDERGARTEN, INC.

Dear Division of Corporations:

Please find enclosed the original and one copy of the Articles of Incorporation for Happy Puppy Kindergarten, Inc.. Please file the Articles immediately with an effective date of February 1, 1999. Please date stamp the enclosed copy and return to me in regular mail.

I have enclosed a \$70 check payable to the Secretary of State as the filing fee. Please contact me if you have any questions. Thank you.

Sincerely,

Barbara Wolf
Attorney Barbara L. Wolf

BLW:lw
Encl.

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99 FEB - 1 PM 3:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2/4

**ARTICLES OF INCORPORATION
OF
HAPPY PUPPY KINDERGARTEN, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, hereby associated together for the purpose of becoming a Corporation under the Laws of the State of Florida, F.S. 607, by and through the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the Corporation shall be:

EFFECTIVE DATE
2-1-99

HAPPY PUPPY KINDERGARTEN, INC.

Its principal place of business shall be located at 12351 NW 6th Street, Plantation, FL 33325, or at such other places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows: HAPPY PUPPY KINDERGARTEN, INC. shall be authorized to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do or to do anything that may lawfully be done by a corporation, specifically including all aspects of canine obedience, training and education.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be 7500 shares of common stock without par value. All of the aforementioned stock is to be issued as fully paid for and exempt from

assessment. The capital stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator(s) or by the Director(s) at a meeting called for such purpose.

ARTICLE IV

This Corporation shall have perpetual existence commencing on February 1, 1999.

ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors of not less than (1) Director, the exact number of Directors to be set by the By-Laws (when enacted) of this Corporation.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their successors are elected and have qualified, are:

Linda White
12351 NW 6th Street
Plantation, FL 33325

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a

written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES VIII

The offices to be held by the above named Directors are as follows:

President	-	Linda White
Secretary	-	Linda White
Treasurer	-	Linda White

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Linda White	12351 NW 6th Street Plantation, FL 33325	7500

ARTICLE X

The name and address of the initial registered agent is:

Attorney Barbara L. Wolf
2425 E. Commercial Blvd.
Suite 307
Fort Lauderdale, FL 33308

The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.

ARTICLE XI

Each director and officer of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such as director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

ARTICLE XII

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

ARTICLE XIII

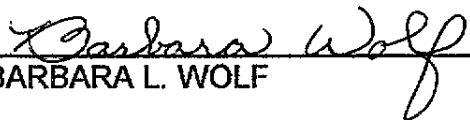
The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear and convincing evidence or a Court ruling that such stockholder, director and/or

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of the General Corporations Act F.S. 607 under the laws of the State of Florida, the following is submitted in compliance with said Act:

That HAPPY PUPPY KINDERGARTEN, INC., a Florida corporation qualified to do business under the laws of this State, with its principal office at 12351 NW 6th Street, Plantation, FL 33325, Broward County, Florida, has appointed BARBARA L. WOLF as its agent to accept service of process within this State at: 2425 E. Commercial Blvd., Suite 307, Fort Lauderdale, FL 33308.

Having been named to accept service of process for the abovestated Corporation, at the 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.


BARBARA L. WOLF

FILED
99 FEB - 1 PM 3:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA