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Jonathan D. Kaplan
Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. Box 27142
Tampa, Florida 33623

Telephone: (813) 882-8833
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February 9, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: BARK AVE. PUPPY GALLERIES, INC.

700002775627-2
-02/15/99-01114-004
****122.50 *****78.75

To Whom it May Concern:

Enclosed please find Articles of Incorporation of BARK AVE. PUPPY GALLERIES, INC., a copy of those articles and a check in the amount of \$122.50 as you require.

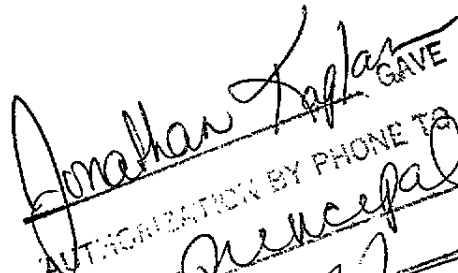
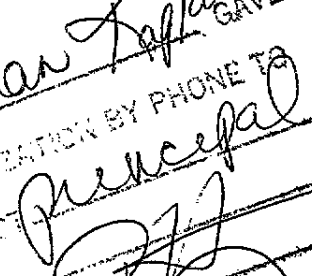
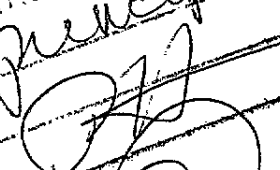
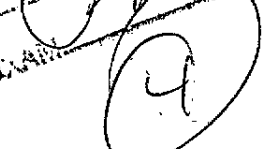
Please stamp and date the copy of the enclosed articles and return it, along with a Certificate of Incorporation, in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Sincerely,


Jonathan D. Kaplan, Esquire

JDK/tlr
Enclosures


AUTHORIZATION BY PHONE TO
CORRECT 
DATE 
DOC. # 
4

**ARTICLES OF INCORPORATION
OF
BARK AVE. PUPPY GALLERIES, INC.**

FILED
99 FEB 15 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporate name is BARK AVE. PUPPY GALLERIES, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500 all of which shall be common shares with a par value of one

dollar.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 13803 W. Hillsborough Ave., Tampa, FL 33635, and the name of the initial Registered Agent is Kim Boggs. The street address of the initial Registered Agent is 13803 W. Hillsborough Ave., Tampa, FL 33635. The principal address is the same as the registered office.

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

ARTICLE SEVEN

INCORPORATORS

The name and address of the Incorporator is Kim Boggs of 13803 W. Hillsborough Ave., Tampa, FL 33635.

IN WITNESS WHEREOF, I have Subscribed my name this 9th day of February, 1999.


KIM BOGGS, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

FILED
99 FEB 15 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On this 9th day of February 1999, before me personally appeared KIM BOGGS, who is personally known to me and known to be the person whose name is subscribed to the within instrument, and acknowledged that she has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC
State of Florida

My Commission Expires: 12 31-02



M Gary Griffith
My Commission CC773102
Expires December 21, 2002

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the Following is submitted in compliance with said Act; that BARK AVE. PUPPY GALLERIES, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at Clearwater, Florida has named KIM BOGGS located at 13803 W. Hillsborough Ave., Tampa, FL 33635 as its Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said Statutes relative to the proper and complete performance of my duties.

DATED: This 9th day of February 1999.


KIM BOGGS