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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Bark Ave Puppy Galleries & Melbourne Inc

700002859787--3

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*****78.75 *****78.75

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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

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 OF MELBOURNE, 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

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dollar.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 6300 N. Wickham Rd. Ste 123, Melbourne, FL 32940, and the name of the initial Registered Agent is Jonathan Kaplan, Esquire. The street address of the initial Registered Agent is 3929 Versailles Dr., Tampa, FL 33634. The principle address is the same as the registered office

ARTICLE SIX

DIRECTORS

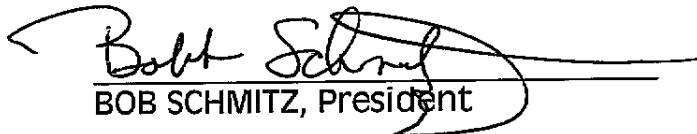
The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

ARTICLE SEVEN

INCORPORATORS

The name and address of the Incorporator is Bob Schmitz of 6300 N. Wickham Rd. Ste 123, Melbourne, FL 32940.

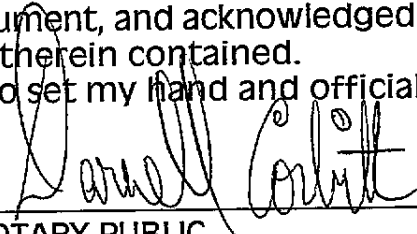
IN WITNESS WHEREOF, I have subscribed my name this 28th day of April, 1999.


BOB SCHMITZ, President

STATE OF Ohio
COUNTY OF Lucas

On this 28th day of April 1999, before me personally appeared BOB SCHMITZ, 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 Ohio

My Commission Expires:

**NOTARY PUBLIC
STATE OF OHIO
DARNELL CORBITT
MY COMMISSION EXPIRES 3-21-04**

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the Following is submitted in compliance with said Act; that BARK AVE. PUPPY GALLERIES OF MELBOURNE, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at Melbourne, Florida has named JONATHAN D. KAPLAN, ESQUIRE located at 3929 Versailles Dr., Tampa, FL 33634 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 28th day of April 1999.



JONATHAN D. KAPLAN, ESQUIRE