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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505
FACSIMILE 585-9184

May 4, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002881411--8
-05/20/99--01079--017
*****78.75 *****78.75

TRANSMITTAL LETTER

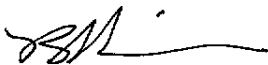
SUBJECT: BIG DOG MARKETING INTERNATIONAL, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate of Status.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

FILED
99 MAY 20 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
5-25-99
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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: **Big Dog Marketing International, Inc.**

ARTICLE II PRINCIPAL OFFICE

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

**10572 Oakhurst Road
Largo, Florida 33772**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Doreen Lodewyks
10572 Oakhurst Road
Largo, FL 33772
727/ 593-9800**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INCORPORATORS

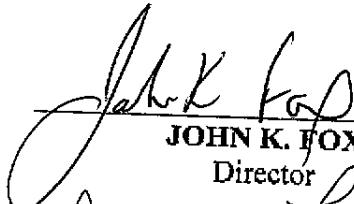
The names and street addresses of the incorporators to these Articles of Incorporations are:


John K. Fox
Director

Doreen Lodewyks
Vice President

10572 Oakhurst Road
Largo, FL 33772

The undersigned incorporators have executed these Articles of Incorporation this 17th day of May, 1999.


JOHN K. FOX
Director


DOREEN LODEWYKS
Vice President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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.

1. The name of the corporation is: Big Dog Marketing International, Inc.
2. The name and address of the registered agent and office is:

DOREEN LODEWYKS
10572 Oakhurst Road
Largo, Florida 33772
727/ 593-9800

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 registered 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.



DOREEN LODEWYKS

This 17 day of May, 1999.

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99 MAY 20 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA