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June 9, 1999 TATLAHASSEE, FLORIDA

Secretary Of State Division Of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Nut & Butt Puppys, Inc.

Dear Sir:

Enclosed please find the notarized original Articles Of Incorporation and Acceptance of Registered Agent. Also enclosed is my check in the amount of \$122.50 for the filing fee.

Please return one copy to me after filing. Thank you for your assistance in this matter. If you have any questions, please contact my office.

Sincerely,

Rachel L. Siu

5100 Old Howell Branch Road

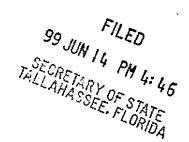
Winter Park, FL 32792

(407) 679-2433

000002904460--9 -06/15/99--01013--008 ****122.50 ******78.75

FLORIDA ARTICLES OF INCORPORATION OF

NUT & BUTT PUPPYS, INC.



The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I Name

The name of the Corporation is Nut & Butt Puppys, Inc.

ARTICLE II
Duration

The term of existence of the corporation is perpetual.

ARTICLE III Purpose

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

ARTICLE IV Capital Stock

The aggregate number of shares which the Corporation has authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE V Preemptive Rights Granted

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI Registered Office

The street address of the initial registered office of the Corporation is 2515 E Colonial Drive, Orlando, FL 32803 and the name of the initial Registered Agent at such address is Rachel L. Siu. Nut & Butt Puppys, Inc. will have its principal office and mailing address at 2515 E Colonial Drive, Orlando, FL 32803.

ARTICLE VII

The Board of Directors of the Corporation shall consist of at least one (1) member.

The name and address of the director(s) is(are):

Barbara Glatz 247 St Cloud Village Court Kissimmee, FL 34744

Donald Glatz 247 St Cloud Village Court Kissimmee, FL 34744

ARTICLE VIII
Incorporators

The name and address of the incorporator is:

Rachel L. Siu 5100 Old Howell Branch Road Winter Park, FL 32792

STATE OF FLORIDA COUNTY OF Seminole

On this ninth day of June, 1999, the below-signed individual, known to me to be the person whose name is subscribed to the within instrument, acknowledged that they execute the same for the purposes therein contained.

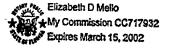
IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(Signature of person making affidavit

Rachel L. Siu

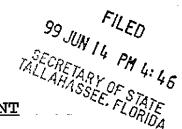
(Print name of person making affidavit)

(Signature of Notary Public- State of Florida)



(Print Commissioned Name of Notary Public)

Personally Known
Produced Identification
Type of I.D. produced



ACCEPTANCE OF REGISTERED AGENT

I, Rachel L. Siu, having been named as Registered Agent to accept service of process of:

NUT & BUTT PUPPYS, INC.

hereby accept and agree to comply with the provisions of said act relative to keeping said office open.

DATED at Winter Park, Seminole County, Florida this ninth day of June, 1999.

Rachel L. Siu