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GOETZ, HARTMAN & LANDSTEINER

A Partnership of Professional Associations
Attorneys at Law

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October 14, 1999

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500003016555--4
-10/18/99--01064--012
*****78.75 *****78.75

Re: CASSE PUP TOO, INC.

Dear Sir or Madam:

Enclosed for filing with the Florida Department of State are Articles of Incorporation as referenced above. Also enclosed is a check in the amount of \$78.75 to cover the filing fee for same.

Please return the certified copy of the Articles of Incorporation directly to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,

18/ Karl C. Landsteiner
Karl C. Landsteiner

KCL:st
Enclosures

FILED
99 OCT 18 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN OCT 21 1999

**ARTICLES OF INCORPORATION
OF
CASSIE PUP TOO, INC.**

FILED
99 OCT 18 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME: The name of the corporation is CASSIE PUP TOO, INC.

ARTICLE TWO

DURATION: The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE: The purpose for which the corporation is organized are the following:

A. To engage in and transact any lawful business of which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

CAPITAL STOCK: The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT: The street address of the Registered Office of the corporation is: 2133 Winkler Avenue, Suite 300, Fort Myers, Florida, 33901, and the name of its initial Registered Agent at that address is KARL C.

LANDSTEINER. The principal office of the corporation is 11625-5 Cleveland Avenue, Fort Myers, Florida, 33907.

ARTICLE SIX

INITIAL BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of the initial Directors of the corporation are:

PAMELA OAKES, 11625-5 Cleveland Avenue, Fort Myers, Florida, 33907

ARTICLE SEVEN

INCORPORATORS: The name and address of the Incorporator is: PAMELA OAKES, 11625-5 Cleveland Avenue, Fort Myers, Florida, 33907.

ARTICLE EIGHT

COMMENCEMENT OF CORPORATE EXISTENCE: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence as of the date of filing these Articles of Incorporation.

ARTICLE NINE

PREEMPTIVE RIGHTS: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at

the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

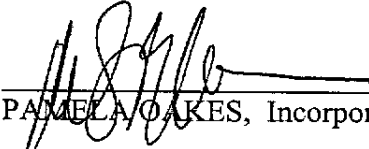
B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE TEN


AMENDMENT: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to their reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of
Incorporation on this 12 day of October, 1999.


PAMELA OAKES, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 12th day of October, 1999, by PAMELA OAKES, Incorporator, of CASSIE PUP TOO, INC. She is personally known to me and did not take an oath.


Notary Public

Commission No.: CC567634

Commission Expires: 7-19-2000



SIDNE TURNBULL
COMMISSION # CC 567634
EXPIRES JUL 19, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

REGISTERED AGENT'S ACKNOWLEDGEMENT

I, KARL C. LANDSTEINER, am familiar with and accept the duties and responsibilities as registered agent for CASSIE PUP TOO, INC.


KARL C. LANDSTEINER

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 12th day of October, 1999, by KARL C. LANDSTEINER, who is personally known to me and who did not take an oath. He executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.


Notary Public

Commission No: CC 567634

Commission Expires: 7-19-2000



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COMMISSION # CC 567634
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