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Stephen L. Skipper

Attorney at Law

SS

November 3, 1999.

Department of State
Division of Corporations
Initial Filing - For Profit
P.O. Box 6327
Tallahassee, FL 32314

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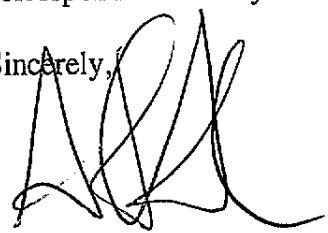
Gentlemen:

I am enclosing proposed Articles of Incorporation for filing. Please find our check in the amount of \$70.00 to cover the following items:

Filing Fee	\$35.00
Registered Agent Filing Fee	<u>\$35.00</u>
Total	\$70.00

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,



Stephen L. Skipper

SLS/jcs

99 NOV -5 PM 1:45
TALLAHASSEE, FLORIDA

ajc 11/8

ARTICLES OF INCORPORATION
OF

Puppy Dreams, Inc.

99 NOV -5 PM 1:45
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the state of Florida.

ARTICLE I - Name

The name of the corporation is Puppy Dreams, Inc.

ARTICLE II - Principal Office

The principal office and mailing address of the corporation is 703 South Vineland, Winter Garden, FL 34787.

ARTICLE III - Capital Stock

The maximum number of shares of stock that the corporation is authorized to issue is 90 shares of common stock having par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - Preemptive Rights

Every Shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 703 South Vineland, Winter Garden, FL 34787, and the name of the initial registered agent of this corporation is Anthony R. Basica.

ARTICLE VI - Incorporator

The name and street address of the Incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Anthony R. Basica	703 South Vineland Winter Garden, FL 34787

ARTICLE VII - Directors

The corporation shall initially have three (3) director. The method of electing (eg., cumulative, non-cumulative), removing and replacing directors shall be prescribed by the By-Laws of the corporation. The number of directors may be increased or decreased from time to time by the By-Laws of the corporation. The names and street addresses of the initial directors who shall hold office until the first annual meeting of the Stockholders of the corporation or until their successors are elected or appointed and qualified are:

<u>Name</u>	<u>Address</u>
Raymond D. Basica	10950 Poinciana Drive Clermont, FL 34711
Juanita L. Basica	10950 Poinciana Drive Clermont, FL 34711
Anthony R. Basica	10950 Poinciana Drive Clermont, FL 34711

ARTICLE VIII - General Purpose

The purpose for which the corporation has been formed is: To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IX - Term of Existence

The corporation shall commence its corporate existence on the date these Articles of Incorporation are filed with the Department of State, and shall have perpetual existence thereafter unless dissolved according to law.

ARTICLE X - Amendment to Articles

These Articles of incorporation may be amended in such manner as provided in the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this the 3 day of November, 1999.



Anthony R. Basica

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, personally appeared Anthony R. Basica as Incorporator for Puppy Dreams, Inc., this the 3rd day of November, 1999, who executed the foregoing Articles of Incorporation before me, who acknowledged before me that (s)he executed the same freely and voluntarily for the purposes therein stated, and [] who is personally known to me, or [X] who produced a Fl. driver's license as identification.



Notary Public
My Commission Expires:



Stephen L. Skipper
MY COMMISSION # CC723360 EXPIRES
March 27, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

*ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT*

I, Anthony R. Basica, certify that I am an individual resident in this state and that my business office is identical with the registered office of the corporation which is 703 South Vineland, Winter Garden, FL 34787.

I hereby accept the appointment to serve as the initial registered agent of Puppy Dreams, Inc. As registered agent, I agree to accept service of process on behalf of Puppy Dreams, Inc.; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in the Registered Office as required by law.

I also accept the obligations provided for in Sections 607.0505, Florida Statutes (concerning the production of corporate documents pursuant to subpoena).

Dated this the 3 day of November, 1999.



Anthony R. Basica

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

99 NOV -5 PM 1:45