

P99000101710

TRANSMITTAL LETTER

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

FILED
99 NOV 17 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
600003047376--7
-11/17/99-01070-007
*****78.75 *****78.75

SUBJECT: The Puppy Company

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

X \$78.75
Filing fee and Certificate of Status

FROM: Vincent A. Zito
2710 Darwin Avenue
Sarasota, Florida 34239

ARTICLES OF INCORPORATION
OF
THE PUPPY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is The Puppy Company.

ARTICLE II PURPOSE

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be P.O. Box 21371, Sarasota, Florida, 34276.

ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preempted rights.

ARTICLE V DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

ARTICLE VII DIRECTORS

This corporation shall have an initial Board of Directors consisting of one (1) director, whose name and street address is as follows:

NAME

Vincent A. Zito

ADDRESS

2710 Darwin Avenue
Sarasota, Florida 34239

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Vincent A. Zito, 2710 Darwin Avenue, Sarasota, Florida 34239.

Vincent Zito
Signature/Incorporator

11/13/99
Date

ARTICLE IX BY LAWS

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors ad named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

ARTICLE X INDEMNIFICATION

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officer and directors of and from any suit, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI REGISTERED AGENT AND ADDRESS

This corporation has names Leo L. Elliot as its agent to accept service of process within the State. The street address of the initial registered office is 3625-B Webber Street, Sarasota, Florida 34232.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of 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 am familiar with and accept the obligations of the position as registered agent.

Leo L. Elliot
Signature/Registered Agent

NOV. 12 1999
Date

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