

L99000002203

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Happy Retail, LLC

400002843484--9
-04/19/99--01046--005
****675.00 ****337.50

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
99 APR 19 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Available	199 APR 19 / M 10:33	SECRETARY OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
Document Examiner		
Signature Operator		
Operator Verifier	DCC	
Requested by	Agent	
Name	Date	Time
P. Verifier	DCC	

L99000002203

Walk-In _____ Will Pick Up _____

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

HAPPY RETAIL, L.C

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

Happy Retail, L.C.
319 Mountain Drive
Destin, Florida 32541

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

Happy Stores, Inc.
319 Mountain Drive
Destin, Florida 32541

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be

99 APR 19 PM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

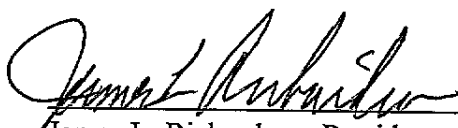
The company shall not be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, provided there is at least one remaining member.

**ARTICLE VII
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of the members of HAPPY STORES RETAIL, L.C., deposes and says:

- 1. the above named limited liability company has at least one members;
- 2. the total amount of cash contributed by the member(s) is \$ 1,000.;
- 3. if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a party hereto); and \$ _____;
- 4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000.00;

FILED
 99 APR 19 PM 1:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



 James L. Richardson, President
 Happy Stores, Inc.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Corporation is:

HAPPY RETAIL, L.C.

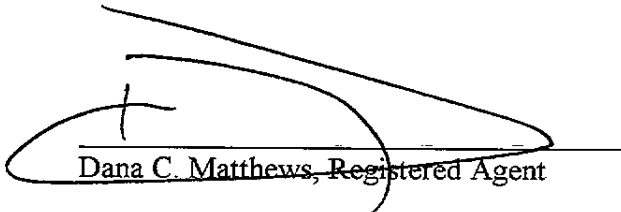
2. The name and Florida street address of the registered agent are:

**Dana C. Matthews, Esq.
Matthews & Hawkins, P.A.
607 Highway 98 East
Destin, Florida 32541**

**FILED
99 APR 19 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

DATED this ____ day of April, 1999.


Dana C. Matthews, Registered Agent

This instrument prepared by:

Matthews & Hawkins, P.A.
607 Highway 98 East
Destin, Florida 32541