

P960000 37539
Shower Number Only

4-30-96
Requestor's Name William C. Davis
Address 2655 Le Jeune Rd.
City Coral Gables, FL 33134
State ZIP Phone

448-3290A

VALIDATION ONLY

FILED
96 MAY -1 PM 12:00
TALLAHASSEE, FLORIDA

800001803179
-05/01/96--01026--025
****122.50 ****122.50

CORPORATION(S) NAME

Happy Face Entertainment, Inc.

- | | | |
|--|---|---|
| ☒ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | ☐ Foreign | ☐ Mark |
| ☐ Limited Partnership | ☐ Dissolution | ☐ Other |
| ☐ Reinstatement | ☐ Annual Report | ☐ Change of Registered Agent |
| ☐ Reservation | ☐ Photo Copies | ☐ Certificate Under Seal |
| ☒ Certified Copy | ☐ Call When Ready | ☐ Call If Problem |
| ☐ Will Wait | ☒ Pick Up | ☐ After 4:30 |
| ☐ Mail Out | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

96 MAY -1 PM 12:41
TALLAHASSEE, FLORIDA

EMPIRE Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
HAPPY FACE ENTERTAINMENT, INC.

FILED
96 MAY -1 PM 12:00
TALMADGE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE 1
NAME

The name of this corporation is: HAPPY FACE ENTERTAINMENT, INC.

ARTICLE 2
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- (a) To engage in every aspect and phase of the business of ownership, management, production and marketing of entertainment projects..
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except, that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or evidence of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business

ARTICLE THREE **CAPITAL STOCK**

The maximum number of shares that his corporation is authorized to have outstanding at any one time is Two Hundred (200) Shares of Common Stock having a nominal or par value of Five Dollars (\$5.00) per share.

ARTICLE FOUR **INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is : More than Five Hundred Dollars (\$ 500.00)

ARTICLE FIVE **TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE SIX **ADDRESS**

The initial address of the principal office of this corporation in the State of Florida is:
5401 Collins Avenue, Suite 908, Miami Beach, Florida 33140
The Registered Agent at the above office is: FREDDY FADEL.

ARTICLE SEVEN **DIRECTORS**

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE EIGHT
INITIAL DIRECTORS

The names and addresses of the member of the first Board of Directors are:
FREDDY FADEL, ANTONIO FADEL, HABIB FADEL, and SALOMON FADEL, all
of 5401 Collins Avenue, Suite 908, Miami Beach, Florida 33140

ARTICLE NINE
SUBSCRIBERS

The name and address of each Subscriber of these Articles of Incorporation, the number of
shares of stock each agrees to take, and the value of the consideration therefore are:
FREDDY FADEL, of 5401 Collins Avenue, Suite 908, Miami Beach, Florida 33140,
101 Shares, Consideration-\$ 505.00.

ARTICLE TEN
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every
amendment shall be approved by the Board of Directors, proposed by them to the stockholders,
and approved at stockholder's meeting by the majority of the stock entitled to vote thereon,
unless all the directors and all the stockholders sign a written agreement manifesting their
intention that a certain amendment of these Articles of Incorporation be made.

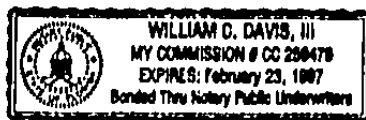


FREDDY FADEL

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, Before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared FREDDY FADEL, known to me to be the person described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed the same and that he is personally known to me and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforementioned this 30th day of April, 1996.



(Notary Seal)


NOTARY SIGNATURE

William C. Davis, III
PRINTED NOTARY SIGNATURE

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to serve as Registered Agent for this Corporation, I hereby accept such designation and agree to comply with the Laws of the State of Florida regarding the keeping open of such Corporate Office.


REGISTERED AGENT
Freddy Fadel

FILED
96 MAY - 1 PM 12:00
CLERK OF STATE
TALLAHASSEE, FLORIDA