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ACCOUNT NO. : 072100000032
REFERENCE : 924886 83577A
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 PM 1:16

ORDER DATE : August 12, 1998
ORDER TIME : 11:47 AM
ORDER NO. : 924886-005
CUSTOMER NO: 83577A
CUSTOMER: E. Glenn Tucker, Esq
RHODES & TUCKER
Suite 204
950 North Collier Boulevard
Marco Island, FL 34145

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-08/12/98--01068--003
*****70.00 *****70.00

DOMESTIC FILING

NAME: HAPPINESS LIFESTYLES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Abby Capaz

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
HAPPINESS LIFESTYLES, INC.

ARTICLE I
NAME

The name of this corporation is HAPPINESS LIFESTYLES, INC.

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The general nature of the business to be transacted is all lawful business, including the authority:

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; 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, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having no par value.

ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be Sun Bank Centre-Suite 204, 950 North Collier Blvd., Marco Island, County of Collier, State of Florida, 34145, and the initial registered agent of this corporation at such office shall be E. GLENN TUCKER, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The principal office of this corporation is 567 Elkcam Circle, Post Plaza Building, Marco Island, Florida 34145.

ARTICLE VI
MANAGEMENT OF CORPORATION

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors.

The stockholders shall be deemed directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

ARTICLE VII
INITIAL SUBSCRIBERS AND INCORPORATORS

The names and street addresses of the persons signing these Articles of

Incorporation are:

<u>Name</u>	<u>Address</u>
K. M. Happney	639 Bimini Ave. Marco Island, FL 34145
Wendy Happney	639 Bimini Ave. Marco Island, FL 34145

K.M. Happney
K.M. HAPPNEY

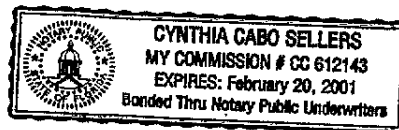
Wendy Happney
WENDY HAPPNEY

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Articles of Incorporation of HAPPINESSLIFESTYLES, INC., were acknowledged before me this 11th day of August, 1998, by K. M. HAPPNEY and WENDY HAPPNEY, as Incorporators.

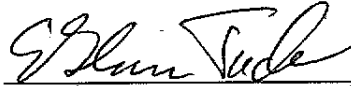
Cynthia Cabo Sellers
Notary Public
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HAPPINESS LIFESTYLES, INC., at the place designated in the Articles of Incorporation, E. GLENN TUCKER, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 8/11/98



E. GLENN TUCKER

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