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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # K12571					
1. Corporation Name HAPPY HISTORY, INC.					
Principal Place of Business P.O. BOX 2160 BOCA RATON FL 33427			Mailing Address P.O. BOX 2160 BOCA RATON FL 33427		
DO NOT WRITE IN THIS SPACE					
2. Principal Place of Business 21 P.O. Box 880048		2a. Mailing Address 26 P.O. Box 880048		3. Date Incorporated or Qualified 01/19/1988	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27		4. FEI Number 06-0947848	
City & State 23 Boca Raton, Florida		City & State 28 Boca Raton, FL		Applied For Not Applicable	
Zip 24 33488-0048		Zip 29 33488-0048		Country Country	
9. Name and Address of Current Registered Agent BRESLOW ARON 7683 ESTRELLA CIRCLE BOCA RATON FL 33433			10. Name and Address of New Registered Agent		
81 Name			82 Street Address (P.O. Box Number is Not Acceptable)		
83			84 City		
85 Zip Code			FL		
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.					
SIGNATURE Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE					
12. OFFICERS AND DIRECTORS					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE					
1.2 NAME					
1.3 STREET ADDRESS					
1.4 CITY-ST-ZIP					
2.1 TITLE					
2.2 NAME					
2.3 STREET ADDRESS					
2.4 CITY-ST-ZIP					
3.1 TITLE					
3.2 NAME					
3.3 STREET ADDRESS					
3.4 CITY-ST-ZIP					
4.1 TITLE					
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY-ST-ZIP					
5.1 TITLE					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE					
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-ST-ZIP					

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: **ARON BRESLOW** 4/16/99 561-483-8093
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)