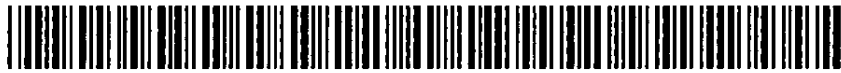


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FLORIDA PROFIT/NON PROFIT CORPORATION

Happy Minds, Inc.

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**ARTICLES OF INCORPORATION
OF
HAPPY MINDS, INC.**

The undersigned, a citizen of the United States, acting as the Incorporator of **HAPPY MINDS, INC.** under Chapter 617 of the Florida Statutes, submits the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be **HAPPY MINDS, INC.** (the "Corporation").

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be:

214 N.E. 10th Avenue, Hallandale Beach, Florida 33009

ARTICLE III. DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV. PURPOSE

A. The Corporation is organized as a not for profit corporation exclusively for charitable, educational and scientific purposes, which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. or any corresponding section of any future federal tax code, or any corresponding section of any future federal tax code. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In addition, the Corporation may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. or the corresponding section of any future tax code.

B. As a means and incidental to accomplishing the purpose for which the Corporation is being operated, it shall have such powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by laws.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph A above.

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D. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

E. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one of more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE V. ELECTION OF DIRECTORS/OFFICERS

The directors and officers of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation. The names and addresses of the initial Directors and Officers of the Corporation are:

Joyce Valerio, President, 214 N.E. 10th Avenue, Hallandale Beach, Florida 33009

Rev. Marllan Valerio, Vice-President, 214 N.E. 10th Avenue, Hallandale Beach, Florida 33009

ARTICLE VI. LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except that no part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VII. INCORPORATOR

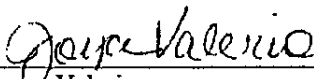
The name and address of the Incorporator is Joyce Valerio, 214 N.E. 10th Avenue, Hallandale Beach, Florida 33009.

ARTICLE VIII. REGISTERED AGENT

The street address of the initial registered office of the Corporation is 214 N.E. 10th Avenue, Hallandale Beach, Florida 33009. The name of the initial registered agent of the Corporation at that address, who is authorized to receive service of process is Joyce Valerio.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 13th day of February, 2014.



Joyce Valerio
Incorporator

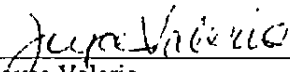
ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

That **HAPPY MINDS, INC.** desiring to organize under the laws of the State of Florida, has named Joyce Valerio as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at 214 N.E. 10th Avenue, Hallandale Beach, Florida 33009, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 13th day of February, 2014.



Joyce Valerio

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