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ATTORNEYS AND COUNSELORS AT LAW
THE TIDEWATER BUILDING

HUGH PAUL NUCKOLLS
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(941) 334-3400

March 7, 2000

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of
Happy Time Vending, Inc.

Gentlemen:

Enclosed please find the original and two copies of the Articles of Incorporation for Happy Time Vending, Inc. for filing. Also enclosed is my check in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Registered Agent Fee. I do not desire a certified copy of the Articles.

After the Articles have been filed, please return to me a copy stamped with the date of filing on same. I have enclosed a self-addressed, stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

Karl L. Johnson

KARL L. JOHNSON

KLJ/cl
Enclosures: as stated
K00.1c:Happy.L

FILED
00 MAR -9 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

HAPPY TIME VENDING, INC.

FILED
00 MAR -9 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator to these Articles of Incorporation is a natural person, competent to contract and hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is HAPPY TIME VENDING, INC.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation may engage in any activity or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV

SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of Common Stock, each share having a par value of One Dollar (\$1.00), per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE V

AMOUNT OF CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI

INITIAL STREET ADDRESS

The initial street address of the principal office of this Corporation is 133 S.E. 16th Terrace, Cape Coral, Florida 33990. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 303, 1375 Jackson Street, Fort Myers, Florida 33901. The name of the initial Registered Agent at said address is KARL L. JOHNSON.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation will have two Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Ronald C. Hearl
133 S.E. 16th Terrace
Cape Coral, FL 33990

Ellen R. Dami-Hearl
133 S.E. 16th Terrace
Cape Coral, FL 33990

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Ronald C. Hearl
133 S.E. 16th Terrace
Cape Coral, FL 33990

ARTICLE X

EFFECTIVE DATE

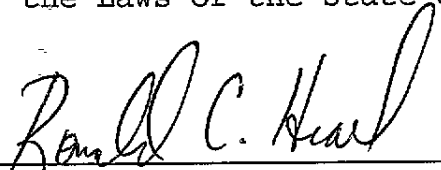
These Articles of Incorporation shall be effective upon approval by the Secretary of the State of Florida.

ARTICLE XI

AMENDMENT OF ARTICLES

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 Shareholders, and approved at a Shareholder's Meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has set his hand and seal, and acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 7th day of March, 2000.



RONALD C. HEARL
Incorporator

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared RONALD C. HEARL, who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of March, 2000.

My commission expires:

Cheryl Leeman
NOTARY PUBLIC
Name: Cheryl Leeman




**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

FIRST -- that HAPPY TIME VENDING, INC. desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Cape Coral, County of Lee, State of Florida, has named KARL L. JOHNSON, located at Suite 303, 1375 Jackson Street, Fort Myers, Florida 33901, as its Registered Agent to accept service of process within the State.

ACKNOWLEDGMENT -- having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 7th day of March, 2000.



KARL L. JOHNSON
Registered Agent

FILED
MAR - 9 PM 12:59
TALLAHASSEE FLORIDA
SECRETARY OF STATE