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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200003320882-6
-07/12/00-01042-003
*****78.75 *****78.75

SUBJECT : HAPPY FACE FINANCIAL SERVICES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 78.75.

FROM:

DAVID MORGAN
437 N.E. 23rd AVENUE, # 3
POMPANO BEACH, FLORIDA 33062

(954) 545-0321

FILED
00 JUL 12 AM 9:50
STATE DEPT. OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the articles.

J. Burch III 17 2000.

FILED

00 JUL 12 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

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HAPPY FACE FINANCIAL SERVICES, INC.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles Of Incorporation.

ARTICLE I NAME

The name of the corporation shall be :

HAPPY FACE FINANCIAL SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

437 N.E. 23rd AVENUE, # 3
POMPANO BEACH, FLORIDA 33062

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DAVID MORGAN
437 N.E. 23rd AVENUE, # 3
POMPANO BEACH, FLORIDA 33062

ARTICLE V -- INCORPORATOR(S)

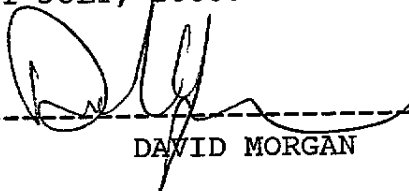
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

1> DAVID MORGAN
 437 N.E. 23rd AVENUE, # 3
 POMPANO BEACH, FLORIDA 33062

2>

3>

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 7TH day of JULY, 2000.



DAVID MORGAN

FILED

00 JUL 12 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 of 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1> The name of the corporation is :

HAPPY FACE FINANCIAL SERVICES, INC.

2> The name and address of the registered agent and office is:

DAVID MORGAN
437 N.E. 23rd AVENUE, # 3
POMPANO BEACH, FLORIDA 33062

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



DAVID MORGAN

JULY 7, 2000