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KENNETH H. TRIBUCH

OF COUNSEL
ALAN S. FISHMAN
ANTHONY M. GALLONE, JR.
ALSO ADMITTED IN RHODE ISLAND

PLEASE REPLY TO: MIAMI

BROWARD OFFICE
2301 WEST SAMPLE ROAD
BUILDING 3, SUITE 3A
POMPAHO BEACH, FLORIDA 33073

August 7, 2000

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

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*****78.75 *****78.75

Re: Happy Empire, Inc.

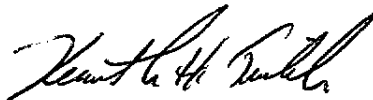
Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for Happy Empire, Inc. to be filed. My check made payable to the Secretary of State in the amount of \$78.75 representing the filing fee for this corporation is also enclosed. Upon filing, please return the copy to this office at your earliest convenience in the enclosed envelope.

Should you have any questions or require any further information, please do not hesitate to contact this office.

Your courtesy and cooperation is appreciated.

Respectfully,



Kenneth H. Tribuch, Esq.

KHT/rb
Encl.

CivC\Louis\secltr.8.7

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -9 AM 11:58

gf 8/15/00

ARTICLES OF INCORPORATION
OF
HAPPY EMPIRE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -9 AM 11:58

ARTICLE I - NAME

The name of the corporation is:

HAPPY EMPIRE, INC.

ARTICLE II - PURPOSE

This corporation shall be authorized to undertake any lawful business or enterprise allowed by the Laws of the State of Florida and of the United States.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue a maximum of 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - RIGHTS OF SHARES OF CAPITAL STOCK

Section 1.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2.

Except as otherwise provided by law, the entire voting power for the election of Board of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial principal office of this corporation shall be:

727 Collins Avenue, #201
Miami Beach, Florida 33139

The name of the initial Registered Agent of this corporation shall be:

Kenneth H. Tribuch, Esq.
2100 Coral Way, Suite 403
Miami, Florida 33145

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Todd Louis
727 Collins Avenue, #201
Miami Beach, Florida 33139

Rob Adams
3704 W. Lincoln Way, Box 221
Ames, Iowa 50014

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceedings in which he may be involved with which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses including attorney's fees and the costs of a reasonable

settlement made with a view of curtailment of the costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreement, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE VIII - INCORPORATORS

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

Todd Louis
727 Collins Avenue, #201
Miami Beach, Florida 33139

ARTICLE IX

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books or accounts or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable, if, in good faith, in determining the amount available for dividends or distributions, he considers the assets to be of their book value.

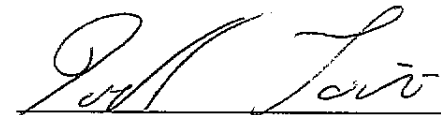
ARTICLE X

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 by a shareholders meeting by fifty-one (51%) percent of the shareholders entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XI

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed with the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally and collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 7 day of August, 2000.



Todd Louis, Incorporator

STATE OF FLORIDA)

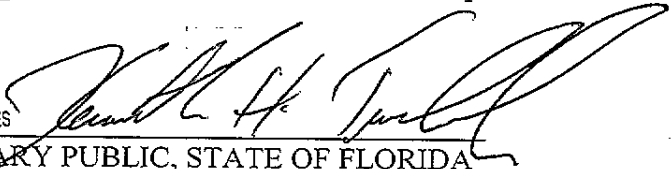
SS:

COUNTY OF MIAMI-DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 7 day of August, 2000, by Todd Louis, who is personally known to me or who produced _____ as identification.



Kenneth H. Tribuch
MY COMMISSION # CC745570 EXPIRES
June 16, 2002
BONDED THRU TROY FAIN INSURANCE, INC.



Printed Name of Notary Public

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said Act:

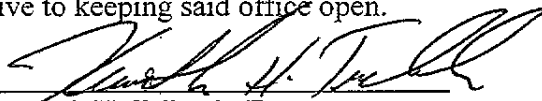
First—that, HAPPY EMPIRE, INC., desiring to organize under the Laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami Beach,
County of Miami-Dade, State of Florida, has named Kenneth H. Tribuch, Esq., 2100 Coral Way,
Suite 403, Miami, Florida 33145, as its agent to accept service of process within this state.


Todd Louis

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -9 AM 11:58

ACKNOWLEDGMENT: (must be signed by designated agent)

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


Kenneth H. Tribuch, Esq.
Registered Agent

CvCl\Louis\Art.8.7