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JOHN F. HOOLEY, P. A.

Board Certified Trial Attorney

TRIAL AND BUSINESS LAW  
IMMIGRATION & NATIONALITY  
GENERAL PRACTICE

December 11, 2000

SUITE 401  
4532 TAMiami TRAIL EAST  
NAPLES, FLA.. 34112

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-12/19/00--01083--017  
\*\*\*122.50 \*\*\*\*\*78.75

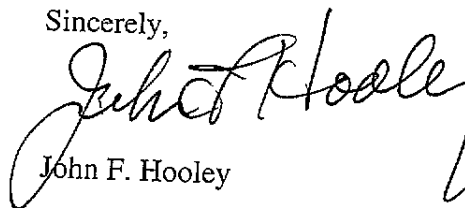
State of Florida  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: *Henry's Company*

Dear Sir or Madam:

With regard to the above-referenced new corporation, enclosed for filing please find Articles of Incorporation and the Designation of Registered Agent, together with my check in the amount of \$122.50 to cover the filing fees and the cost of a certified copy.

Sincerely,

  
John F. Hooley

JFH/zan  
Enclosures  
C:\CLNTS\Camacho\FL-TRANS.wpd

FILED  
00 DEC 19 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HAPPY HENRY'S, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be:

**HAPPY HENRY'S, INC.**

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

**6009 Green Boulevard  
Naples, Florida 34116**

**ARTICLE II  
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

**ARTICLE IV**  
**REGISTERED AGENT**

Initial registered office of the corporation shall be:

3227 S. Horseshoe Drive  
Suite 105  
Naples, Florida 34104

and the name of the initial registered agent shall be:

**JOHN F. HOOLEY**

**ARTICLE V**  
**EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

**ARTICLE VII**  
**SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE VIII**  
**ELECTION OF SUBCHAPTER S**

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

**ARTICLE IX**  
**OFFICERS AND DIRECTORS**

The names and street addresses of the initial board of directors, who shall hold office for the first year of the corporation, or until a successor is elected or appointed are:

Enrique Camacho	President
Enrique Camacho	Treasurer
Maria M. Camacho	Secretary

The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the bylaws of the Corporation.

**ARTICLE X**  
**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Enrique Camacho  
6009 Green Boulevard  
Naples, Florida 34116

12 *IN WITNESS WHEREOF*, the undersigned has hereto set forth his hand and seal on this day of December, 2000.

  
\_\_\_\_\_  
ENRIQUE CAMACHO  
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
\_\_\_\_\_  
ENRIQUE CAMACHO

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA