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FLORIDA PROFIT CORPORATION OR P.A.

HAPPY HORSE POWER, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
HAPPY HORSE POWER, INC.

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is HAPPY HORSE POWER, INC. with principal office and mailing address located at 12274 S.W. 50TH Street, Cooper City, FL 33330.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is organized to have outstanding one class of stock. The maximum number of Shares designed as common stock . The maximum number of shares of common stock, which the corporation is authorized to have outstanding, is 100 shares of common stock at \$1.00 per share.

Filed by: PAMELLA B. WATSON, CPA, WATSON & COMPANY, P.A.
20401 NW 2ND AVENUE, SUITE #300 MIAMI, FLORIDA 33169

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Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

HAPPY HORSE POWER, INC. has named Frederick M. Vendryes of 12274 S.W. 50th Street, Cooper City, Florida 33330 the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the state of Florida is 12274 S.W. 50th Street, Cooper City, Florida 33330.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the one initial Director is:

Frederick M. Vendryes 12274 S.W. 50th Street, Cooper City, Florida 33330

ARTICLE VII

INCORPORATION

The name and address of the incorporator of these articles of Incorporation is Frederick M. Vendryes, 12274 S.W. 50th Street, Cooper City, Florida 33330.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 4th day of April 2001.


FREDERICK M. VENDRYES

**CONSENT TO ACTION TAKEN
IN LIEU OF PRE-ORGANIZATION MEETING
OF
HAPPY HORSE POWER, INC.**

The undersigned being the incorporator of the corporation consent to and ramify the action taken to organize the corporation as follows:

The Certificate of Incorporation filed on _____ with the Secretary of the State of Florida, was approved and inserted in the book of this corporation.

The person whose name appears below is the appointed officer of the Corporation to serve for a period of one year until the successor(s) is appointed or elected and shall qualify:

FREDERICK M. VENDRYES

PRESIDENT/TREASURER/SECRETARY

By-Laws regulating the conduct of business and affairs of the corporation as prepared by counsel or the corporation were adopted and

The seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibited and inserted in the record book was adopted as the corporate certificate.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:
FIRST that **HAPPY HORSE POWER, INC.** is desiring to organize or qualify under the laws of
the State of Florida with its principal place of business at 12274 S.W. 50th Street, Cooper City,
Florida 33330 has named **Frederick M. Vendryes** 12274 S.W. 50th Street, Cooper City, Florida
33330 as its Registered Agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper performance of my duties.

Dated this 4 day of April 2001

BY:


FREDERICK M. VENDRYES

Registered Agent

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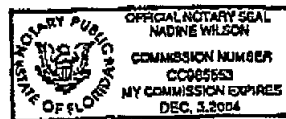
STATE OF FLORIDA)
COUNTY OF DADE)

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BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared **Frederick M. Vendryes**, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 4th day of April 2001.

Nadine Wilson
NOTARY PUBLIC
State of Florida at Large



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