

Charter # Only

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

VALIDATION ONLY

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-06/27/01--01059--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

Requestor's Name (50%) (50%)  
Arnaldo Torres and Francisco F. Lazo  
for: HAPPY FACE IN THE AIR CORP.  
Address  
686 E. 4th Ave.  
City State ZIP Phone #  
Hialeah Florida 33010-4402(305) 863-0711  
CORPORATION(S) NAME  
HAPPY FACE IN THE AIR CORP.

( X ) PROFIT  
( ) NON-PROFIT ( ) AMENDMENT ( ) MERGER  
( ) FOREIGN ( ) DISSOLUTION ( ) MARK  
( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT ( ) RESERVATION  
( ) REINSTATEMENT ( ) OTHER  
( ) CERTIFIED COPY ( ) PHOTO COPIES ( X ) CERTIFICATE UNDER SEAL  
( ) WALK IN ( ) WILL WAIT ( ) PICK UP ( E ) MAIL OUT ( ) CALL ( ) AFTER 4:30  
X

|                |
|----------------|
| Name           |
| Availability   |
| Document       |
| Examiner       |
| Updater        |
| Updater        |
| Verifier       |
| Acknowledgment |
| W.P. Verifier  |

6v  
D. WHITE MAY 28 2001

ARTICLES OF INCORPORATIONS  
OF

FILED

HAPPY FACE IN THE AIR CORP.

01 JUN 27 PM 12:31

THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF FORMING A SECRETARY OF STATE CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY TALLAHASSEE FLORIDA ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

The name of the corporation shall be:

HAPPY FACE IN THE AIR CORP.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things lawful under the laws of the State of Florida, and any other State, Municipality and / or Territories of the United States of America, as fully and to the same extent as natural persons might do.

- A. To buy, sell, market, distribute items of every type and nature, including but not limited to any marketable product or item whether produced by the corporation or by others.
- B. To lend money and negotiate loans, and generally to carry on, conduct, promote, operate and undertake any business transaction or operation commonly carried on, conducted, promoted, operated or undertaken by individuals, business entities, capitalists financiers, manufacturers agents, builders brokers, dealers and others; to lend and advance money or give credit to such persons or firms and on such terms as may seem expedient, to export and import to and from foreign countries, it's agencies, business entities and individuals, etc. and to engage in any and all other lawful acts in accordance with all applicable laws and regulations.
- C. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenet to or useful for the conduct of the buisness as above specified.

- D. To borrow or raise money for any purpose of the company and to secure the same and interest thereon or for any other purposes, to mortgage all or any part of the property corporeal or incorporeal rights or franchise of the company now owned or hereafter acquired, and to create, issue, draw and accept negotiable instruments, mortgages bills of exchange, promissory notes or other evidences of obligation.
- E. The corporation may engage in any activity or business permitted under the laws of the United States of America and/or any foreign country where it may operate from time to time.

### ARTICLE III

The maximum number of shares of stock of this corporation shall be ONE THOUSAND shares of Common Stock having a par value of ONE DOLLAR 00/100 ( \$1.00 ) each and to fully paid and non-assesable, all of which shall become common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directos, and such shares of stock shall be issued, sold or transferred in accordance with the BY-LAWS of the corporation.

### ARTICLE IV

The amount of Capital with which the corporation shall begin business shall be:

ONE THOUSAND -----00/100 DOLLARS (\$1,000.00 )

### ARTICLE V

The corporation shall have perpetual existence.

### ARTICLE VI

The principal office and resident address of this corporation shall be:

686 E. 4th Avenue, Hialeah, FL 33010-4402

### ARTICLE VII

The resident agent of the corporation shall be:

ARNALDO TORRES

Name

7135 Collins Ave., #1114, Miami Beach  
Florida 33141

Address

The Board of Directors, in its discretion, may replace its resident agent at any time, with such replacement to be effective upon notice or such replacement being filed with the Secretary of State of Florida.

ARTICLE VIII

The business and affairs of the corporation shall be conducted by the Board of Directors of Not less than one (1) nor more than (5), in accordance with By-Laws to be adopted by the Board of Directors which are not in conflict with the provisions of these Articles of Incorporation.

ARTICLE IX

The names and addresses of the Officers and the first Board of Directors of this corporation who shall hold office for the first year of its existence, or until their successors are elected and qualified are as follows:

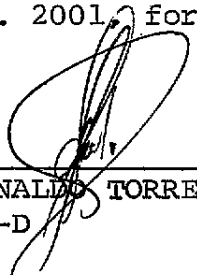
|                          |  |
|--------------------------|--|
| Name:                    | Address:   |
| <u>ARNALDO TORRES</u>    | <u>7135 Collins Ave., #1114, Miami Beach, FL 33141</u> |
| <u>FRANCISCO F. LAZO</u> | <u>686 E. 4th Ave., Hialeah, FL 33010-4402</u>         |

ARTICLE X

The names and post office addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take, and the consideration therefore, the proceeds of which will amount to at least ONE THOUSAND DOLLARS 00/100 (\$1000.00) are as follows:

| <u>NAMES AND ADDRESSES</u>  | <u>SHARE</u> | <u>CONSIDERATION</u> |
|---|--------------|----------------------|
| Arnaldo Torres - 7135 Collins Ave, #1114<br>Miami Beach, FL 33141 | 50           | \$ 500.00            |
| Francisco F. Lazo - 686 E. 4th Avenue<br>Hialeah, FL 33010        | 50           | \$ 500.00            |

IN WITNESS WHEREOF, the undersigned subscribe to this Certificate of Incorporation at the City of HIALEAH, Florida, this 23<sup>RD</sup> day of JUNE A.D. 2001, for the uses and purposes aforesaid.

  
\_\_\_\_\_  
ARNALDO TORRES  
P-S-D

  
\_\_\_\_\_  
FRANCISCO F. LAZO  
VP-T-D

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

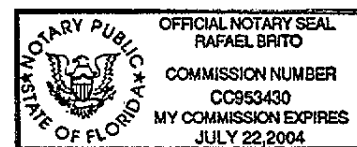
BEFORE ME, the undersigned authority, in and for said County and State personally appeared ARNALDO TORRES AND FRANCISCO F. LAZO to me very well known as the persons whom executed the foregoing instrument as the subscriber (s) and person (s) whom are described in and whom executed the foregoing Certificate of Incorporation, whom acknowledged before me that THEY did subscribe thereto freely and voluntarily and did so far, for the uses, and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 23<sup>RD</sup> day of JUNE A.D., 2001.

  
\_\_\_\_\_  
RAFAEL BRITO - PUBLIC NOTARY

State of Florida at Large

My commission expires on:  
July 22, 2004



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designation the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

HAPPY FACE IN THE AIR CORP.

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

ARNALDO TORRES

(NAME)

7135 Collins Avenue, Apt. #1114

(P.O. BOX NOT ACCEPTABLE)

Miami Beach, FL 33141

(CITY/STATE/ZIP)

SIGNATURE

(corporate officer)

TITLE

PRESIDENT - S - D

DATE

06-23-2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATED, 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.

SIGNATURE

ARNALDO TORRES

DATE

06-23-2001

SOCIAL SECURITY

593-84-3113

REGISTERED AGENT FILING FEE: \$ 35.00

FILED  
01 JUN 27 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA