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**Spira, Beadle & McGarrell, P.A.**

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Palm Bay, Florida 32905

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April 17, 2001

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

600004044896--S  
-04/23/01--01142--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

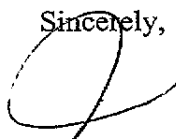
Re: JAM/ROCK, INC.

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced company along with my check in the amount of \$78.75 to cover the filing fee and one certified copy of the Articles to be returned to this office.

Thank you for your assistance in this matter.

Sincerely,



JACK B. SPIRA

JBS/cl  
Encls.

FILED  
01 JUL 10 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Burch JUL 10 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 25, 2001

JACK B SPIRA  
5205 BABCOCK STREET N.E.  
PALM BAY, FL 32905

SUBJECT: JAM/ROCK, INC.  
Ref. Number: W01000009364

We have received your document for JAM/ROCK, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 301A00024486

**ARTICLES OF INCORPORATION  
OF  
HAPPY RETREATS, INC.**

**THE UNDERSIGNED**, subscriber to these Articles of Incorporation, a natural person, competent to contract, join together to form a corporation under the laws of the State of Florida; and further agree to the following conditions of said corporation.

**ARTICLE I - NAME**

The name of this corporation is: HAPPY RETREATS, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - AUTHORIZED STOCK**

The corporation is authorized to issue 1000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

**ARTICLE V - VOTING RIGHTS**

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

FILED  
01 JUL 10 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is: 325 E. University Blvd., #143, Melbourne, Florida 32901.

The name and address of the initial registered agent of this corporation is: COURTNEY MORRIS, 325 E. University Blvd., #143, Melbourne, Florida 32901.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
COURTNEY MORRIS	325 E. University Blvd., #143 Melbourne, FL 32901
DEBBIE FOREE	990 Emerald Road, NE Palm Bay, Florida 32909

**ARTICLE VIII**

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

<u>NAME</u>	<u>ADDRESS</u>
COURTNEY MORRIS	325 E. University Blvd., #143 Melbourne, FL 32901

**ARTICLE IX**

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	-	COURTNEY MORRIS
Vice President	-	COURTNEY MORRIS
Treasurer	-	COURTNEY MORRIS
Secretary	-	COURTNEY MORRIS

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

#### **ARTICLE X - BY-LAWS**


Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE XI - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS**

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**IN WITNESS WHEREOF**, the undersigned subscribing incorporator has executed the Articles of Incorporation, this 5<sup>TH</sup> day of July, 2001.

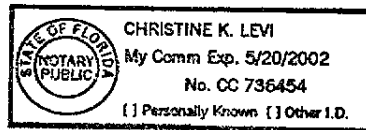
  
\_\_\_\_\_  
COURTNEY MORRIS

STATE OF FLORIDA  
COUNTY OF BREVARD

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, COURTNEY MORRIS, who is personally known to me to me known to be the persons described in and executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
this 5<sup>TH</sup> day of July, 2001.

*Christine K. Levi*  
\_\_\_\_\_  
NOTARY PUBLIC



**DESIGNATION OF REGISTERED AGENT**

**I HEREBY ACCEPT** the designation as Registered Agent of this corporation.

  
COURTNEY MORRIS

STATE OF FLORIDA  
COUNTY OF BREVARD

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, COURTNEY MORRIS, who presented Florida Driver's License as identification and executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal this 5<sup>TH</sup> day of July, 2001.

  
NOTARY PUBLIC

