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TRANSMITTAL LETTER

01 JUL 30 AM 11:40

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: HAPPY FACE DOLLAR DISCOUNT CORP.
(Proposed corporate name - must include suffix)

400004507864--5
-07/30/01--01128--003
*****87.50 *****87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: LUIS CARLOS ESTRADA
Name (Printed or typed)

1010 THISTLE CREEK CT

Address

WESTON, FL 33327

City, State & Zip

(954) 659-0582

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Law
6/1/01
51

ARTICLES OF INCORPORATION

OF

HAPPY FACE DOLLAR DISCOUNT CORP.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

HAPPY FACE DOLLAR DISCOUNT CORP.

ARTICLE II PRINCIPAL OFFICE

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

1010 THISTLE CREEK CT.
WESTON, FL 33327

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To sell retail and wholesale to the trade of goods.

ARTICLE IV SHARES

The number of shares of stock is:

1000 Shares of \$1.00 per value common stock

ARTICLE V BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of the initial board of directors are:

NAME

ADDRESS

**Luis Carlos Estrada
President**

**1010 THISTLE CREEK CT
WESTON, FL 33327**

Patricia Estrada
Vice-President

1010 THISTLE CREEK CT
WESTON, FL 33327

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The names and Florida street address of the initial Registered Agent are:

Luis Carlos Estrada
1010 Thistle Creek Ct.
Weston, Fl 33327

ARTICLE VII INCORPORATOR

The names and addresses of the Incorporators to these Articles of Incorporation are:

Luis Carlos Estrada
President
1010 Thistle Creek Ct.
Weston, Fl 33327

Patricia Estrada
Vice-President
1010 Thistle Creek Ct.
Weston, Fl 33327



Luis Carlos Estrada
Incorporator



Patricia Estrada
Incorporator

07-25-01

DATE

07-25-01

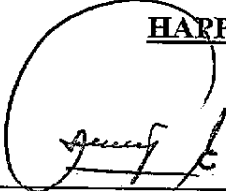
DATE

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

The name of the corporation is:

HAPPY FACE DOLLAR DISCOUNT CORP.



Luis Carlos Estrada
Registered Agent

07-25-01
Date

ARTICLE VIII DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IX NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE X PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI AMENDMENT

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 a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts

employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XIII INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XIV DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XV SHAREHOLDERS

This corporation shall have two (2) shareholders. The names and addresses of the shareholders are:

<i>NAME</i>	<i>ADDRESS</i>	<i>SHARES</i>
Luis Carlos Estrada President	1010 THISTLE CREEK CT WESTON, FL 33327	50%
Patricia Estrada Vice-President	1010 THISTLE CREEK CT WESTON, FL 33327	50%

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