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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

HAPPYTIME APPAREL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKelvey AUG 17 2001

ARTICLES OF INCORPORATION
OF

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Happytime Apparel, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

Happytime Apparel, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. 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 IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

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.

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 as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:
David Hernandez
3000 N University Drive Suite E
Coral Springs, FL 33065

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TALLAHASSEE, FLORIDA

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 1026 NE 43rd St, Oakland Park, Fl. 33334 and the name of the initial registered agent of this corporation at that address is Les Beck.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Director (s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Les G. Beck & Ronald M. Lidskin
1026 NE 43rd Street
Oakland Park, Fl. 33334

ARTICLE IX. Officers. The initial officer of the Corporation will be: Les G. Beck, President/Treasurer and Ronald M. Lidskin, V. President/Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address.

Les G. Beck
1026 NE 43rd Street
Oakland Park, Fl. 33334

ARTICLE XI. By Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 1026 NE 43rd Street, Oakland Park, Fl. 33334.

ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLES XV. The corporation shall be effective upon acceptance by the state of Florida of these articles.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of Incorporation on August 13, 2001.

 (SEAL)

STATE OF Florida
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Les G. Beck known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purpose therein expressed.

WITNESS my hand and official seal this day of August 13, 2001.

NOTARY PUBLIC

My Commission Expires: _____

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

To: Secretary of State of Florida
Division of Corporation Department of State
Tallahassee, Florida 32304

I, Les G. Beck, do hereby consent to serve as registered agent for the Corporation,
Happytime Apparel, Inc, on August 13, 2001.


Les G. Beck

Address of registered agent:

1026 NE 43rd Street
Oakland Park, Florida 33334

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