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ACCOUNT NO. : 072100000032

REFERENCE : 510273 81879A

AUTHORIZATION : Patricia Pijets

COST LIMIT : \$ 78.75

ORDER DATE : April 3, 2002

ORDER TIME : 2:54 PM

ORDER NO. : 510273-005

700005190537--3

CUSTOMER NO: 81879A

CUSTOMER: Timothy J. Conner, Esq.
Timothy J. Conner & Associates

Suite 110
1 Florida Park Drive, North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: HAPPY DREAMS, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

FILED
2002 APR -3 AM 10:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
02 APR -3 PM 3:29
OFFICE OF THE CLERK
TALLAHASSEE FLORIDA

JH/H
2002

FILED

ARTICLES OF INCORPORATION

2002 APR -3 AM 10: 22

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. NAME AND ADDRESS OF CORPORATION: The name of this corporation is: HAPPY DREAMS, INC. The principal address of the corporation is 9 Wayman Place, Palm Coast, Florida 32164.
2. DURATION: The period of its duration is perpetual.
3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. CAPITAL STOCK: The corporation is authorized to issue 100 shares of stock, all of one class, at One Dollar (\$1.00) par value.
5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of this corporation is as follows:

RUTH HAUPTHOFF
9 Wayman Place
Palm Coast, Florida 32164
6. INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) directors nitially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1) director.

The name and address of the initial director of this corporation is:

RUTH HAUPTHOFF
9 Wayman Place
Palm Coast, Florida 32164

7. **INCORPORATOR:** The name and address of the Incorporator signing these Articles of Incorporation is:

TIMOTHY J. CONNER, ATTORNEY
1 Florida Park Dr., N., Suite 110
Palm Coast, Florida 32137

8. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

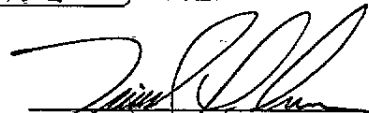
9. **MEETINGS BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means of Conference Telephone or similar communications equipment as provided by law.

10. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by-laws of this corporation.

11. **REMOVAL OF DIRECTORS:** At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

12. **INFORMAL ACTION OF DIRECTORS:** If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of APRIL, 2002.



Timothy J. Conner,
Incorporator

ACCEPTANCE BY REGISTERED AGENT


Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.

Ruth Haupthoff
RUTH HAUPTHOFF,
Registered Agent

STATE OF FLORIDA }
 } SS:
COUNTY OF FLAGLER }

The foregoing instrument was acknowledged before me this 29th day of March, 2002, by RUTH HAUPTHOFF who is personally known to me or who has produced current driver's license as identification and who did take an oath.

Betty Goode
NOTARY PUBLIC
My Commission Expires:

 Betty Goode
My Commission CC990516
Expires September 08, 2004

Happy Dreams\Articles of Incorporation

FILED
2002 APR -3 AM 10:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA