

# P02000055088

**BRASHEAR & ASSOCIATES, P.L.**  
*C o u n s e l o r s   A t   L a w*

921 W. 13th Street  
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BRUCE BRASHEAR  
WILLIAM CLAYTON MARTIN III

May 14, 2002

100005555361-3  
-05/16/02-01066-009-3  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

**RE:   HAPPY GRADES, INC.**

**FILED**  
**02 MAY 16 PM 1:46**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.


Also enclosed, please find our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOCIATES, P.L.

By:   
Carrie Fagan, Legal Assistant

CB-5-17

FILED

02 MAY 16 PM 1:47

SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

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

Article I

*Name.* The name of this Corporation is Happy Grades, Inc.

Article II

*Principal Office.* the address of the principal office of the corporation is 818 W. University Avenue, Suite 207, Gainesville, FL 32601.

Article III

*Duration.* The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

*Purpose.* The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

*Capital Stock.* This Corporation is authorized to issue 100,000 shares of \$.001 par value common stock.

Article VI

*By-Laws.* The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

*Initial Registered Office and Agent.* The street address of the initial registered office of this Corporation is 818 W. University Avenue, Suite 207, Gainesville, FL 32601, and the name of the initial registered agent of this Corporation is Bryan Mills.

Article VIII

*Initial Board of Directors.* The Corporation shall have four (4) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

David Kranz  
5232 SW 86<sup>th</sup> Terr.  
Gainesville, FL 32608

Tom Colangelo  
4836 NW 19<sup>th</sup> Street  
Coconut Creek, FL 33065

Brian Mills  
3100 SW 35<sup>th</sup> Place  
Apt. 13D  
Gainesville, FL 32608

James Basco  
2635 SW 35<sup>th</sup> Place  
Apt. 1705  
Gainesville, FL 32608

Article IX

*Incorporator.* The name and address of the person signing these Articles is Brian Mills, 818 W. University Avenue, Suite 207, Gainesville, FL 32601.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14<sup>th</sup> day of MAY, 2002.

  
\_\_\_\_\_  
**BRIAN MILLS**  
Incorporator

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 14 day of May, 2002, by Brian Mills who is personally known to me or who has produced Florida Driver License W 420 1561 78 4020 as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 14 day of May, 2002.



Carrie P. Fagan  
MY COMMISSION # CC993032 EXPIRES  
January 10, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]  
Notary Public

Printed Name  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of HAPPY GRADES, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 14<sup>th</sup> day of MAY, 2002.

Brian Mills  
BRIAN MILLS  
Registered Agent