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07/10/03--01030--018 **157.50

03 JUL 28 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

July 07, 2003

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Subj: Incorporation of A & F CONSULTANTS, INC.
Dear Sir:

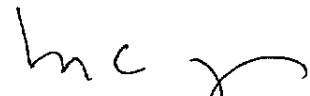
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Paralegal Services, Inc., 1592 N. HWY A1A, Satellite Beach, Florida 32937. Telephone Number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,


Mario A. Alegre



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

RECEIVED
JUL 15 2003
TALLAHASSEE, FLORIDA

July 15, 2003

ATLANTIC PARALEGAL SERVICES, INC.
MARIO A. ALEGRE
1592 N. HWY A1A
SATELLITE BEACH, FL 32937

SUBJECT: A & F CONSULTANTS, INC.
Ref. Number: W03000020051

We have received your document for A & F CONSULTANTS, INC. and your check(s) totaling \$157.50. 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 existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 703A00041630

FILED

03 JUL 28 AM 10:38

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

HAPPY FRAMES, INC.

~~A & F CONSULTANTS, INC.~~

ARTICLE I. NAME

The name of this corporation is

HAPPY FRAMES, INC.

~~A & F CONSULTANTS, INC.~~

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares
of \$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. 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 rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1507 Fox Court, Palm Bay, Florida 32909, and the name of the initial registered agent of this corporation at that address is MARIO A. ALEGRE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

MARIO A. ALEGRE
1507 Fox Court
Palm Bay, Florida 32909

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1507 Fox Court, Palm Bay, Florida 32909, and the mailing address of the corporation is 1507 Fox Court, Palm Bay, Florida 32909.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles is:

MARIO A. ALEGRE
1507 Fox Court
Palm Bay, Florida 32909

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 7th day of July, 2003.

Mario A. Alegre
MARIO A. ALEGRE

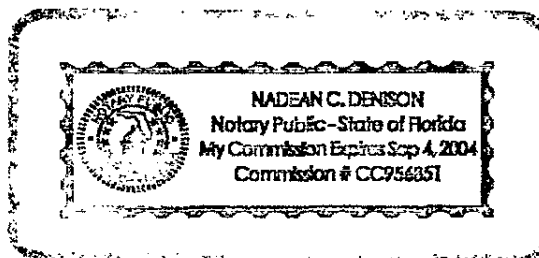
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MARIO A. ALEGRE to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 7th day of July, 2003.

FH/DC

Nadean C. Denison
Notary Public



DESIGNATION
AS
REGISTERED AGENT


In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

HAPPY FRAMES, INC.

That ~~A & F CONSULTANTS, INC.~~ desiring to organize under the
laws of the State of Florida, with its principal office at 1507
Fox Court, Palm Bay, Brevard County, Florida 32909, has named
MARIO A. ALEGRE, located at 1507 Fox Court, Palm Bay, Florida
32909, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.



MARIO A. ALEGRE
Registered Agent

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03 JUL 28 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA