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Page 1 of 1

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

From:
Account Name : BERRIZ & GIRALDO P.A.
Account Number : I19990000017
Phone : (305) 485-9300
Fax Number : (305) 485-1098

FLORIDA PROFIT CORPORATION OR P.A.
HAPPY FACE USA, CORP.

RECEIVED
FLORIDA DEPT. OF STATE
TALLAHASSEE, FLORIDA

2003 SEP 25 AM 9:21

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ARTICLES OF INCORPORATION

OF

HAPPY FACE USA, CORP.

THE UNDERSIGNED, has executed the following document as incorporator of the above name corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporate, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

HAPPY FACE USA, CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate

name:

HAPPY FACE USA, CORP.

YOHIMA DEL CORRAL
4080 SW 84 AV
MIAMI, FL 33155
305-4859300

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of \$10.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

**LORENA JUNCIEL
193 N. SHORES DRIVE APT # 18
MIAMI, FL. 33141**

The principal office shall be:

**193 N. SHORES DRIVE APT # 18
MIAMI, FL. 33141**

THE MAILING ADDRESS SHALL BE:

**P.O. BOX 4103
MIAMI, FL. 33141**

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ARTICLE VI

The initial Board of Directors shall consist of a total of ONE(01) persons, and the name and address of the person who is to serve as an initial director is:

LORENA JUNCIEL
193 N. SHORES DRIVE APT # 18
MIAMI, FL. 33141

PRESIDENT

The name and address of the incorporator executing these Articles of Incorporation is

LORENA JUNCIEL
193 N. SHORES DRIVE APT # 18
MIAMI, FL. 33141

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 24 SEPTEMBER, 2003



LORENA JUNCIEL

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, Submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the corporation is:

HAPPY FACE USA, CORP.

2. The Name and Address of the registered agent and office is

**LORENA JUNCIEL
193 N. SHORES DRIVE APT # 18
MIAMI, FL. 33141**

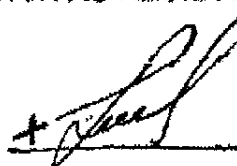
SEP 25 2003
TALLAHASSEE, FLORIDA

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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.

SIGNATURE



Dated: SEPTEMBER 24, 2003

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