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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

FLORIDA PROFIT CORPORATION OR P.A.

HAPPY ENDING DEVELOPMENT, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Happy Ending Development, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **Happy Ending Development, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is

11 East Forsyth Street
Apartment 1703
Jacksonville, Florida 32202

ARTICLE III: SPECIFIC PURPOSE

The purpose of the corporation shall be restaurant development and/or any other legal purpose.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of (\$0.01) per share.

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ARTICLE V: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is

**Jonathan Insetta
11th East Forsyth Street
Jacksonville, Florida 32202**

**Jason Parry
2825 Selma Street
Jacksonville, Florida 32205**

ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS

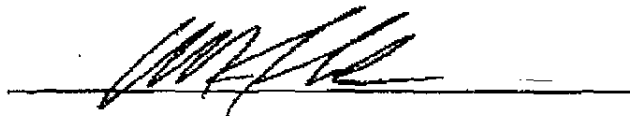
The name and address of the initial registered agent is **Charles M. Johnston, 121 West Forsyth Street, Suite 800, Jacksonville, Florida 32202.**

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Johnston & Hammond, P.A., 121 West Forsyth Street, Suite 800, Jacksonville, Florida 32202.**

The undersigned has executed these Articles of Incorporation this 3rd day of November, 2003.

Johnston & Hammond, P.A.
By: **Charles M. Johnston, Client Representative**



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The Honorable Ken Detzner
Secretary of State

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

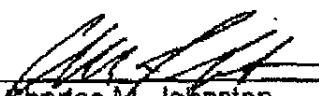
In compliance with the Florida Business Corporation Act, please be advised that Happy Ending Development, Inc., has named Charles M. Johnston, located at 121 West Forsyth Street, Suite 800, Jacksonville, Florida 32202, City of Jacksonville (Duval County) State of Florida, as its agent to accept service of process, on behalf of the Corporation within the State of Florida.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent:

By:  11/03/2003
Charles M. Johnston Date

Incorporator:

By:  11/03/2003
Charles M. Johnston Date

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