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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

HAPPY PLACE TO EAT, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
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Electronic Filing Menu

Corporate Filing

Public Access Help

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CERTIFICATE OF INCORPORATION OF HAPPY PLACE TO EAT, INC.

The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Happy Place To Eat, Inc.

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in, have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate indebtedment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

Prepared by: _____

Solano & Solano
1235 Alton Rd. Ste-B
Miami Beach, FL 33139
(305) 674-1681

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ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 100 (One Hundred) shares of common stock having a nominal of \$100.00 Par Value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 10,000.00 (Ten Thousand 00/100)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 16595 NW 27th Avenue, Miami, Fl. 33054. The board of directors may from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS & DIRECTORS

The name and post office address of each subscriber and director to these Articles of Incorporation is:

Alberto Sinay
16595 NW 27th Avenue, Miami, Fl. 33054

President/Director

Damarix Santana
16595 NW 27th Avenue, Miami, Fl. 33054

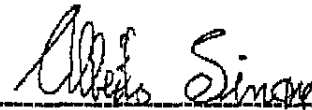
Secretary/Director

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 16595 NW 27th Avenue, Miami, FL 33054, and the registered agent being Alberto Sinay.

ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the board of directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.



Alberto Sinay
President
Director



Damarix Santana
Secretary
Director

**CERTIFICATE DESIGNATING PLACE OF BUSINESS, DOMICILE, OR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

**In compliance with Section 607.34 Florida Statutes, the following is
submitted, in compliance with said act:**

FIRST: That, Happy Place To Eat, Inc. desiring to organize or qualify
under the laws of the State of Florida with its principle office as indicated
in the articles of incorporation at Miami, Florida, has hereby named Alberto
Sinay of 16595 NW 27th Avenue, Miami, FL. 33054, as its agent to accept
services of process within this state.

ACKNOWLEDGMENT:

**Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate.**

**I hereby agree to act in this capacity, and I further agree to comply with the
provision of said act relative to keeping open said office.**



Alberto Sinay
Register Agent.

H 03000312943

STATE OF FLORIDA
COUNTY OF MIAMI-DADE) SS

I HEREBY CERTIFY: That on this day, before me, a Notary Public the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared, Alberto Sinay & Damarix Santana of Happy Place To Eat, Inc., a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me as subscriber(s) to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami Beach, said County and State, on this 6th day of the month of November, 2003.

NOTARY PUBLIC SEAL

MY COMMISSION EXPIRES:



Alex Alvarez
Commission #DD151307
Expires: Sep 18, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

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