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(Requestor's Name)

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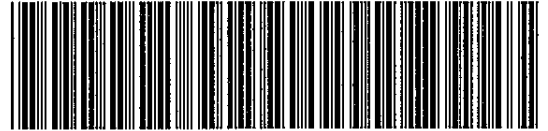
(Business Entity Name)

(Document Number)

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ARTICLES OF INCORPORATION

THE UNDERSIGNED subscriber(s) to these Articles of Incorporation, each a natural competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

THE NAME of this Corporation is:

HAPPY TWO VENDING MACHINES, INC.

ARTICLE II. NATURE

THE GENERAL NATURE of business to be transacted by this Corporation shall be:

VENDING MACHINES

- A. To engage in every aspect and phase of the business of operation a

SALES

- B. To conduct business in have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State and Countries.
- C. To contract debts and borrow money, issues and sell or pledge bonds, debentures, notes and other evidence of indebtedness and excite such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- D. To purchase the corporate assets of any other corporation and engage in the same other character of business.
- E. To guarantee, endorse, purchase, hold sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or other evidence or indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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TALLAHASSEE

- F. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer of otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTILCE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is (500) FIVE HUNDRED SHRES OF COMMON STOCK, NO PAR VALUE.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than:
(1,000.00) ONE THOUSAND DOLLARS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office or this corporation is:

14007 NW 16 DR. PEMBROKE PINES, FL 33028

ARTICLE VII. DIRECTORS

The names and post office addresses of the member of the first Board of Directors are:

NAME	ADDRESS
ROSA M HURLSTON PRESIDENT	14007 NW 16 DR. PEMBROKE PINES, FL 33028
HEYEN N MACKENNIS VISEPRESIDENT	14007 NW 16 DR. PEMBROKE PINES, FL 33028

STATE OF FLORIDA

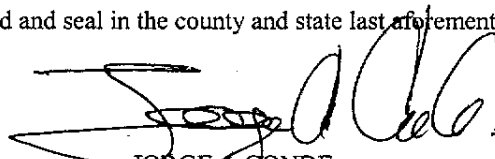
COUNTY OF DADE

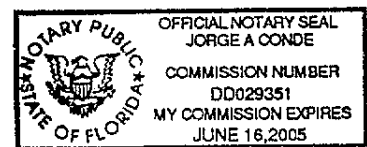
I HEREBY CERTIFY that on this day, before me, a Notary public duly authorized to take Acknowledgments in the State of Florida, county of Dade, personally appeared,

ROSA M HURLSTON

To me know to be the person(s) described as subscriber (s) in and executed this foregoing Articles of Incorporation and acknowledged before me that (he) (they) subscribed the same.

WITNESS my hand and seal in the county and state last aforementioned, this 26 day of MAY 2004.


JORGE A CONDE
NOTARY PUBLIC STATE OF FLORIDA



My commission Expires: June 16, 2005.