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SECRETARY OF THE DIVISION OF DATE OF THE BEST OF THE B

# ARTICLES OF INCORPORATION

OF

# HAPPY WINE, INC

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

#### ARTICLE I

The name of the corporation shall be **HAPPY WINE**, **INC**.

## ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States.

#### ARTICLE III

The maximum number of shares which the corporation is authorized to issue and to have outstanding at any one time is 500 shares of common stock, which shares shall be of 1.00 par value.

All stock is to be issued as fully paid and exempt from assessment.

# ARTICLE IV

The pledge, sale, transfer or other disposition of capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

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# ARTICLE V

The amount of capital with which this corporation may begin doing business shall be no less than FIVE HUNDRED DOLLARS (\$500.00)

#### ARTICLE VI

The existence of the corporation shall be perpetual.

## ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 5792 SW 8 Street, West Miami. Florida 33144. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is 5792 SW 8 Street, West Miami, Florida 33144.

# **ARTICLE VIII**

A Board of Directors consisting of not less than one and no more than six directors shall manage the business of the corporation.

# ARTICLE IX

The name and post office addresses of the members of the first Board of Directors and the state of corporate officers are as follows:

Name: Jean Philippe Douriez

Office/Position: President/Treasurer/Secretary

Address: 5792 SW 8 Street, West Miami, Florida 33144

# ARTICLE X

The names and post office addresses of the initial officers of the corporation and the number of shares of stock that they agree to take are as follows:

Name: Jean Philippe Douriez

Address: 5792 SW 8 Street, West Miami. Florida 33144

Number of Shares: 500

#### ARTICLE XI

The designated Incorporator of this Corporation and Articles of Incorporation shall be Jean Philippe Douriez

## ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 22<sup>nd</sup> of June, 2004

Incorporator, Jean Philippe Douriez

STATE OF FLORIDA COUNTY OF MIAMI DADE

I HEREBY CERTIFY that on this day, before me. An officer duly authorized to administer oaths and take acknowledgments under, the Laws of the State of Florida, personally appeared Jean Philippe Douriez, to me known to be the person described in this document and who executed the foregoing Articles of

Incorporation acknowledged before me, that it was executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at City of Miami, County of Miami Dade, State of Florida, on this 22nd of June, 2004.

NOTABY PUBLIC STATE OF FEORIDA at large

My Commission expires:

A.J. FANDINO
My Comm. Exp. 9/29/07
FL Notary Discount Assoc. Co.
No. DD 251508
Personally Known ( ) Other ID

CERTIFICATE OF DESIGNATED PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMED REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant to chapter 48.091, Florida Statutes the following is submitted in compliance with said article:

That **HAPPY WINE**, **INC**. decides to organize under the laws of the State of Florida, with its principal office indicated in the Article of Incorporations, at the City of Miami, County of Miami Dade, State of Florida, has named Jean Philippe Douriez located at 5792 SW 8 Street, West Miami, Florida. 33144 as its agent to accept Service of Process within this State.

ACKNOWLEDGEMENT BY SAID AGENT, having named to accept Service of Process for the above stated Corporation, at the designated place in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

REGISTERED AGENT, Jean Philippe Douriez