

**P00000111134**

Division of Corporations

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From:

Account Name : FRANK AMSALEM, P.A.  
Account Number : I20040000036  
Phone : (305) 534-8171  
Fax Number : (305) 534-8179

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**FLORIDA PROFIT CORPORATION OR P.A.**

**HAPPY MANGO, INC.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 27, 2004

FRANK AMSALEM, P.A.

SUBJECT: HAPPY MANGO, INC.  
REF: W04000028710

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6965.

Dorine Martin  
Document Specialist  
New Filings Section

FAX Aud. #: E04000153792  
Letter Number: 104A00047173

**ARTICLES OF INCORPORATION  
OF HAPPY MANGO, INC.**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

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**ARTICLE I. NAME**

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

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business address of this corporation shall be: 744 Arthur Godfrey Road, Miami Beach, FL 33140. The mailing address of this corporation shall be: C/o George Goldring, 4101 Pinetree Drive, Miami Beach, FL 33140.

**ARTICLE III. CORPORATE DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV. SHARES**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares.

**ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE**

The name and the Florida street address of the initial registered agent and office are: George Goldring, 744 Arthur Godfrey Road, Miami Beach, FL 33140.

**ARTICLE VI. DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors shall be 1 and the name(s) and address(es) of the initial director(s) shall be:

George Goldring, 4101 Pinetree Drive., Miami Beach, Florida 33140. President, Vice-President, Secretary, Treasurer and Director.

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall remain unchanged until that number is changed by a bylaw duly adopted by the shareholders.

#### **ARTICLE VII. BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than forty-five days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

#### **ARTICLE VIII. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE IX. TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

#### **ARTICLE X. INDEMNIFICATION**

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

#### ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholders.

#### ARTICLE XII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: .  
George Goldring, 4101 Pinetree Drive., Miami Beach, Florida 33140

Dated 21 July, 2004.

  
George Goldring

Having been named to accept service or 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.

Dated: 21 July, 2004

  
George Goldring

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