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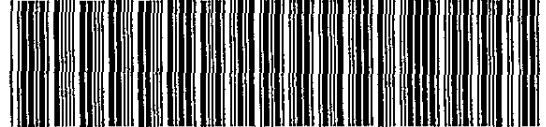
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05 JAN 24 PM 3:30  
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TALLAHASSEE, FLORIDA

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**DOZIER & DOZIER**

ATTORNEYS AT LAW  
2407 FRUITVILLE ROAD  
SARASOTA, FLORIDA 34237

LAMAR B. DOZIER (1906-1998)  
THOMAS A. DOZIER

P.O. BOX 2738  
SARASOTA, FLORIDA 34230  
TELEPHONE: (941) 953-5797  
FAX: (941) 373-1232

January 21, 2005

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Happy Cells, Inc.

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above named corporation to be filed with the Secretary of State, along with our check in the amount of \$70.00 to cover the filing fee. Please have the enclosed copy of the Articles stamped with a filing date, and return it to our office along with your cover letter providing the assigned document number. We do not need a certified copy.

**Please note that this is a RUSH filing and we are enclosing a prepaid Federal Express airbill and envelope for return to our office.**

If you have any questions, please do not hesitate to contact me.

Very truly yours,

DOZIER & DOZIER



Thomas A. Dozier

TAD/tr  
encs.

APPROVED  
AND  
FILED

05 JAN 26 PM 3:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE 1. - NAME**

The name of this corporation is Happy Cells, Inc.

**ARTICLE 2. - DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE 3. - PURPOSE**

This corporation is organized for the purpose of engaging in and transacting any and all activities or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE 4. - POWERS**

This corporation shall have all of the powers enumerated in the Florida Business Corporation Act.

**ARTICLE 5. - CAPITAL STOCK**

This corporation is authorized to issue 10,000.00 shares of common stock with a par value of \$0.10 per share.

**ARTICLE 6. - PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, shares of any class, kind or series of stock in this corporation that may, from time to time, be issued. Such preemptive rights shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares in the treasury of the corporation and shall be exercised in the ratio that the number of shares held by each stockholder at the time of issue bears to the total number of shares outstanding in the name of all stockholders.

**ARTICLE 7. - PRINCIPAL OFFICE AND REGISTERED AGENT**

The mailing address of the corporation is 1327 Cottonwood Trail, Sarasota, Florida 34232, and the street address of the initial registered office of the corporation is 1327 Cottonwood Trail, Sarasota, Florida 34232, and the name of the initial registered agent at such address is: Charles K. Bens.

**ARTICLE 8. - DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and address of the initial director of this corporation is:

Charles K. Bens  
1327 Cottonwood Trail  
Sarasota, Florida 34232

**ARTICLE 9. - INCORPORATORS**

The names and address of the Incorporator is:

Charles K. Bens  
1327 Cottonwood Trail  
Sarasota, Florida 34232

**ARTICLE 10. - CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

**ARTICLE 11. - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation on the \_\_\_\_\_ day of Jan. 20, 2005.

Charles K. Bens  
CHARLES K. BENS

STATE OF FLORIDA                     )  
COUNTY OF SARASOTA            )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of January, 2005, by CHARLES K. BENS, as Incorporator.

(SEAL)



Thomas A. Dozier  
MY COMMISSION # DD050392 EXPIRES  
September 20, 2005  
BONDED THRU TROY FAIN INSURANCE, INC

Thomas A. Dozier  
THOMAS A. DOZIER, Notary Public

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

APPROVED  
AND  
FILED

05 JAN 24 PM 3:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT FOR**  
**HAPPY CELLS, INC.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: January 20, 2005.

  
\_\_\_\_\_  
CHARLES K. BENS, Registered Agent