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(Requestor's Name)

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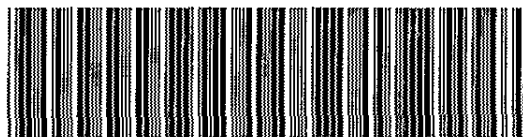
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SECRETARY OF STATE
HALL/RECORDS DIVISION

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2006-08-22
2006

EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

Address

CORAL GABLES, FL 33134 (305) 444-4994

City/State/Zip

Phone #

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HAPPY SHOES CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☒ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
HAPPY SHOES CORP.**

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLES I – CORPORATE NAME

The name of the corporation is:

HAPPY SHOES CORP.

ARTICLE II – DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III – PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of One Dollar(s) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: Happy Shoes Corp.
ADDRESS: 6352 S.W. 8th Street
Miami, Fl 33144

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The name and street address of the Initial Registered Agent of this Corporation is:

NAME: Aida Gonzalez
ADDRESS: 8785 S.W. 12th Street
Miami, Florida 33174

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of director may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and addresses of the initial director(s) of the corporation are as follows:

NAME: Aida Gonzalez
ADDRESS: 8785 S.W. 12th Street
Miami, Florida 33174

NAME: Adolfo Mallol
ADDRESS: 8785 S.W. 12th Street
Miami, Florida 33174

ARTICLE VII – INCORPORATORS

The name and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: Aida Gonzalez
ADDRESS: 8785 S.W. 12th Street
Miami, Florida 33174

NAME: Adolfo Mallol
ADDRESS: 8785 S.W. 12th Street
Miami, Florida 33174


ARTICLE VIII – BYLAWS

The Bylaws of this corporation may be adopted, altered, amended or Repealed by either the Shareholders or Director.

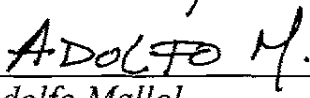
ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

The undersigned subscriber(s) have executed these Articles of Incorporation this 15th day of August 2005.



Aida Gonzalez (Seal)



Adolfo Mallol (Seal)

**CERTIFICATE AND ACKNOWLEDGEMENT OF
REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

PEPE PRODUCE & FRUITS INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

*At: 8785 S.W. 12th Street
Miami, Florida 33174*

*has named Aida Gonzalez
located at the aforesaid address, as its Registered Agent to accept service
of process within this state.*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act

*In this capacity, and agree to comply with the provisions of Florida Law
In keeping open said office.*

[Signature]

Registered Agent
Aida Gonzalez