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SECRETARY OF STATE DIVISION OF CORPORATIONS

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October 27, 2006

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

KENNETH A. SCAZ

ADMITTED IN FLORIDA

RE: Articles of Incorporation for Happy's Apollo Inc.

To Whom It May Concern:

Enclosed please find in regards to the above-referenced matter the following:

- 1. Articles of Incorporation of Happy's Apollo Inc., for filing with the State of Florida; and
- 2. Check number 1195 in the amount of eighty-seven dollars and fifty cents (\$87.50).

Thank you for your assistance in this matter.

Very Truly Yours,

THE PRESTON LAW FIRM, L.L.P.

=4.5

Kenneth A. Scaz, Esq.

enclosures

COVER LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

_{suвјест:} <u>Happy's Apollo Inc.</u>	
(PROPOSED CORE Enclosed are an original and one (1) copy of the	PORATE NAME – MUST INCLUDE SUFFIX) The articles of incorporation and a check for:
\$70.00 \$78.75 Filing Fee Filing Fee & Certificate of Status	\$78.75 \$87.50 Filing Fee Filing Fee, & Certified Copy & Certificate of Status ADDITIONAL COPY REQUIRED
FROM: Shawn Haverfield	
	Name (Printed or typed)
904 Spindle Palm	May
Apollo Beach, Flori	
813-610-3828	rtime Telephone number

NOTE: Please provide the original and one copy of the articles.

STATE OF FLORIDA

ARTICLES OF INCORPORATION Of

HAPPY'S APOLLO INC.

The undersigned incorporator, hereby makes, acknowledges and files with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: HAPPY'S APOLLO INC.

ARTICLE II

The principal place of business for the corporation, and the mailing address for the corporation, shall be as follows:

Happy's Apollo Inc., d/b/a The Docks 6134 – 6136 US Highway 41 Apollo Beach, Florida 33572

ARTICLE III

The purpose for which this corporation is organized is as follows:

- (a) The transactions of any and all lawful business pertaining to the operation of a restaurant.
- (b) To do everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be, or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE IV

The authorized capital stock of the corporation is 7000 shares of common stock with a par value of \$ 0.01 per share; each share shall be entitled to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid for and shall be non-assessable.

SECRETARY OF STATE OF CORPORATIONS

ARTICLE V

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

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

Shawn Haverfield - President 904 Spindle Palm Way Apollo Beach, Florida 33572

The Board of Directors shall be elected annually by the stockholders at their annual meeting, or at a special meeting held for that purpose. All vacancies on the Board shall be filled by the Board until the next annual meeting.

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting, which a quorum is present, shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the State of Florida. A person shall not have to be a stockholder to qualify as a director.

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though his/her own compensation may be the subject of the resolution.

ARTICLE VII

The time and place of the annual stockholders' meeting shall be the 10th of August of each and every year at a place to be determined by the Board of Directors in sufficient time prior to the meeting to provide proper notice thereof. Any stockholder may waive notice thereof before or after the meeting.

ARTICLE VIII

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE IX

The name and address of the initial registered agent and registered office of this corporation is:

Shawn Haverfield 6134 – 6136 US Highway 41 Apollo Beach, Florida 33572

Shawn Haverfield

This corporation shall have the right to change such registered office and such registered agent from time to time as provided by law.

ARTICLE X

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

ARTICLE XI

The name and address of the Incorporator is:

Shawn Haverfield 904 Spindle Palm Way Apollo Beach, Florida 33572

Shawn Haverfield

SECRE IAH 1 OF JATIONS

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles Of Incorporation this 3 day of 000 2006

Shawn T. Haverfield

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Shawn Haverfield, who is the incorporator of Happy's Apollo Inc., and who is personally known to me, and who acknowledged before me that he subscribed to the above Articles of Incorporation for the purposes therein stated.

WITNESS my hand and official seal in the state and county named above this 25

day of ON+ODER 2006.

BETH A. ZAMFOTI
MY COMMISSION # DD 442525
EXPIRES: June 20, 2009
Bonded Thru Notary Public Underwriters

1

Expiration Date: