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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

happy faces of south florida, inc.

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20-2-07

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**ARTICLES OF INCORPORATION
OF
HAPPY FACES OF SOUTH FLORIDA, INC.
(A Florida For Profit Corporation)**

The undersigned, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation is - Happy Faces of South Florida, Inc.

**ARTICLE II
ADDRESS**

The principal office and mailing address of this corporation is:

Happy Faces of South Florida, Inc.
16014 S.W. 97 Terrace
Miami, Florida 33196

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of one and no/100 dollar (\$1.00) par value common stock.

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**ARTICLE VI
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

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

Joseph J. Portuondo, Esq.
110 Merrick Way,
Suite 3 - B
Coral Gables, Florida 33134

**ARTICLE VIII
BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as prescribed by the by-laws, but shall never be less than one. The directors of this corporation are:

Jean-Pierre Honorat
16014 S.W. 97 Terrace
Miami, Florida 33196

Tania Honorat
16014 S.W. 97 Terrace
Miami, Florida 33196

**ARTICLE IX
OFFICERS**

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names

and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

President

Tania Honorat
16014 S.W. 97 Terrace
Miami, Florida 33196

Secretary / Treasurer

Jean-Pierre Honorat
16014 S.W. 97 Terrace
Miami, Florida 33196

**ARTICLE X
INCORPORATOR**

The name and address of the person signing these articles is:

Joseph J. Portuondo, Esq.
110 Merrick Way,
Suite 3 - B
Coral Gables, Florida 33134

**ARTICLE XI
INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE XII
BY-LAWS**

The Bylaws may be repealed or amended, and new Bylaws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by Stockholders if the Stockholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

**ARTICLE XIII
AMENDMENT OF THE ARTICLES OF INCORPORATION**

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the shareholders.

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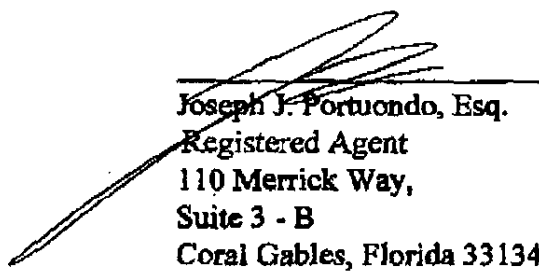
IN WITNESS WHEREOF, I have subscribed my name below on June 28, 2007.



Joseph J. Portuondo, Esq.

Acceptance by Registered Agent

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Joseph J. Portuondo, Esq.
Registered Agent
110 Merrick Way,
Suite 3 - B
Coral Gables, Florida 33134
Ph: (305) 666 - 6640

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