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HAPPY FACES OF SOUTH FLORIDA, INC.

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TALLAHASSEE, FLORIDA

**SECOND AMENDED ARTICLES OF INCORPORATION
OF**

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

The following Amendments to the Articles of Incorporation duly adopted pursuant to the authority of Chapter 607, of the Florida Statutes and the existing articles of Happy Faces of South Florida, Inc., a Florida corporation, supersede and take place over such provisions of the existing Articles of Incorporation which were filed with the Secretary of State on July 23, 2007, and any other amendments to date.

BE IT RESOLVED, that effective as of August 30, 2007, the Articles of Incorporation of Happy Faces of South Florida, Inc., a Florida corporation, be and the same, are hereby amended to read as follows:

**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-Patrice 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:

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

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Secretary / Treasurer
Jean-Patrice Honorat
16014 S.W. 97 Terrace
Miami, Florida 33196

Certification of Unanimous Vote

The undersigned officer of Happy Faces of South Florida, Inc. certifies that the amendments of the articles as here and above set forth was duly adopted by the shareholders at a meeting on August 30, 2007, at which a quorum was present, by unanimous vote of the shareholders after reading and approval of such amendments. A unanimous vote of the shareholders is sufficient for approval by the shareholders.

The name and address of the person signing these amended articles is: Tania Honorat.

IN WITNESS WHEREOF, I have subscribed my name below on August 30, 2007.


Tania Honorat
President

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