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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

"HAPPY TALK" ENTERTAINMENT, INC.

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August 17, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: HAPPY TALK ENTERTAINMENT, INC.
REF: W07000040333

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

"HAPPY TALK" ENTERTAINMENT, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

"HAPPY TALK" ENTERTAINMENT, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Donald C. Sider
6751 N. Federal Highway, Suite 200
Boca Raton, Florida 33487

ARTICLE VI

This corporation shall have four (4) directors initially. The name and address of the four (4) initial directors of the corporation, who shall hold office until a successor is elected and qualified or until a earlier resignation or removal from office are:

Florence Keesely
5938 Patio Dr.
Boca Raton, FL 33433

Madelyn Savarick
5486 Steeplechase
Boca Raton, FL 33496

Jan McArt
7355 Estrella Court
Estansia W.
Boca Raton, FL 33433

Danny Crosley
5938 Patio Dr.
Boca Raton, FL 33433

The number of directors may be increased or decreased from time to time pursuant to the By-Laws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

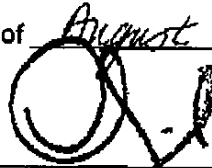
Donald C. Sider
6751 N. Federal Highway, Suite 200
Boca Raton, Florida 33487

ARTICLE VIII

The mailing address of the corporation is:

6751 N. Federal Highway, Suite 200
Boca Raton, Florida 33487

Executed at Boca Raton, Florida, this 15th day of August, 2007.

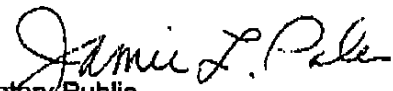


DONALD C. SIDER, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take the foregoing instrument was acknowledged before me by **DONALD C. SIDER**, who is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of August, 2007.


Notary Public
(Typed, printed or stamped name of Notary Public)

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of "HAPPY TALK" ENTERTAINMENT
... , INC. the undersigned accepts such appointment and agrees to act in
such capacity.

Dated this 15th day of August, 2007.



DONALD C. SIDER, Registered Agent

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