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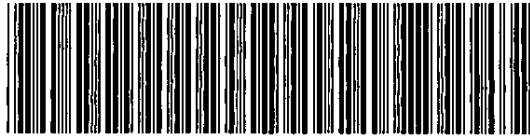
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2008 APR 11 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

J. Shivers APR 11 2007

HAPPY TIMES TRAVEL & ENTERTAINMENT INC.

January 18, 2008

Secretary of State
Corporate Records Bureau
P O Box 6327
Tallahassee, FL 32301

RE:

Dear Sir,

Enclosed are two copies of Articles of Incorporation for HAPPY TIMES TRAVEL & ENTERTAINMENT, INC. and our check for \$122.50 for the aforementioned Corporation.

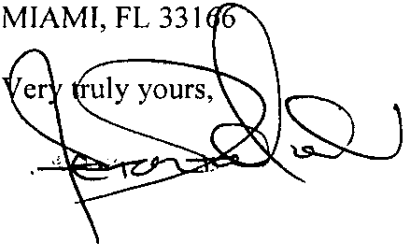
Please Certify 1 copy and return for our records.

If there are any questions you may call HECTOR MESA at 305-437-9812

Please mail all correspondence to:

HECTOR MESA
5220 NW 72 AVE
#2-C
MIAMI, FL 33166

Very truly yours,



2008 APR 11 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
HAPPY TIMES TRAVEL & ENTERTAINMENT INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be HAPPY TIMES TRAVEL & ENTERTAINMENT INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

To carry on any legal business within the state of Florida, including the sale of real estate.

ARTICLE III
STOCK

The authorized capital stock of this Corporation shall consist of 5,000,000 shares of Common stock with a par value of \$.001 per share. The stock may be issued for any value deemed appropriate by the Board of Directors, but in no event shall the issue price be less than par value.

ARTICLE IV
INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:
Hector A. Mesa
14993 SW 11 Lane
Miami, FL 33194

ARTICLE V
TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law

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TALLAHASSEE, FLORIDA

ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this Corporation shall be Hector Mesa, and the address of the agent is 14993 SW 11 Lane, Miami, FL 33194.

ARTICLE VII
PLACE OF BUSINESS

The initial place of business for the corporation is 5220 NW 72 Ave 2-C, Miami, FL 33166

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial board of directors of this Corporation are as follows:

Hector Mesa
14993 SW 11 Lane
Miami, FL 33194

Alan Abolila
6551 NW 112 Place
Doral, FL 33178

ARTICLE IX
NUMBER OF DIRECTORS

The Corporation shall have at least one member on the board of directors.

ARTICLE X
OFFICERS

The Corporation shall have a president, vice-president, secretary and treasurer.

BY-LAWS

The board of directors shall adopt by-laws for the Corporation. The by-laws may be amended, in any manner proscribed by law.

ARTICLE XII
FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders.

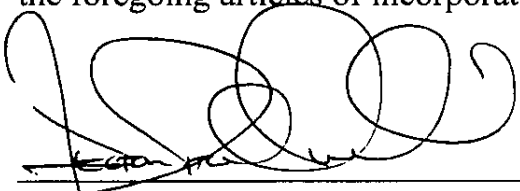
ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The board shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, being the original subscribing Incorporator, to the foregoing articles of incorporation has set his hand this 31 day of March 2008.

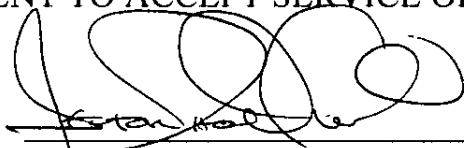
A handwritten signature in black ink, appearing to read 'Hector A. Mesa', is written over a horizontal line. The signature is stylized with large loops and a long horizontal stroke.

Hector A. Mesa

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST—HAPPY TIMES TRAVEL & ENTERTAINMENT, INC. IN ORDER TO DO BUSINESS AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 5220 NW 72 AVE #2-C, MIAMI, FL 33166 HAS APPOINTED HECTOR MESA RESIDING AT 14993 SW 11 LANE MIAMI, FL 33194 AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

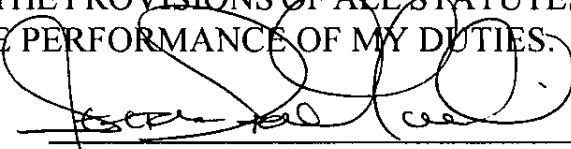


HECTOR A MESA, PRESIDENT

April 8-08

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



HECTOR A MESA, RESIDENT AGENT

April 8-08

DATE

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2008 APR 11 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA