

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000129887 3)))



H110001298873ABCA

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

0409.147882
PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
5/11/11

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BIZHAPPY INC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Amended
Restated
1a 5/12/11

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
5/11/11

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
5/11/11

Electronic Filing Menu

Corporate Filing Menu

Help



May 12, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BIZHAPPY INC
5975 N FEDERAL HIGHWAY
SUITE 249C
FORT LAUDERDALE, FL 33308

SUBJECT: BIZHAPPY INC
REF: P11000003744

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

5/11/11

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

NO PERIOD IN THE CORPORATE NAME.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H11000129887
Letter Number: 011A00011783

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

5/11/11

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

5/11/11

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIZHAPPY INC
(A Florida Corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 11 PM 2:23

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **BIZHAPPY INC**, (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was January 11, 2011, as amended from time-to-time thereafter.
2. The Amended and Restated Articles of Incorporation were adopted and approved by the shareholders of the Corporation holding a majority of the issued and outstanding shares of the Corporation's common stock and by the Directors of the Corporation by written consent dated April 29, 2011, with the number of votes cast being sufficient for approval, in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.
3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is **BIZHAPPY INC**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 5975 N. Federal Highway, Suite 249A, Fort Lauderdale, FL 33308.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**ARTICLE IV
DURATION**

The Corporation shall exist perpetually unless dissolved according to law.

H11000129887 3

ARTICLE V
CAPITAL STOCK

Authorized Capital Stock. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation shall be twelve million (12,000,000) shares consisting of (i) ten million (10,000,000) shares of common stock, par value \$.001 per share (the "Common Stock"), and (ii) two million (2,000,000) shares of preferred stock, par value of \$0.01 per share (the "Preferred Stock").

Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the Common Stock of the Corporation.

Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Articles, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption, the redemption price or prices, the liquidation preferences of any unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series, but not below the number of shares of such series then outstanding.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 515 East Park Avenue, Tallahassee, Florida 32301. The name of the Corporation's registered agent at that office is NRAI Services, Inc.

ARTICLE VII
BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time-to-time in the manner provided in the Corporation's Bylaws. Initially, the number of directors constituting the Board of Directors shall be two persons and the name and address of the initial members of the Board of Directors who will serve as the Corporation's directors until their successor(s) are duly elected and qualified is:

Vincent Baratta
2700 NE 9 Court
Pompano Beach, Florida 33062

Paul Petti
601 Highview Circle N
Brandon, Florida 33510

H11000129887 3

ARTICLE VIII
INDEMNIFICATION

This Corporation shall indemnify the officers and directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 29 day of April, 2011.

By: 

Name: Vincent Baratta

Title: President

H11000129887 3

CERTIFICATE OF ACCEPTANCE BY

REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **BIZHAPPY INC**, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this May 11, 2011.

NRAI SERVICES, INC., as Registered Agent

By: Katie Wonsch

Name: Katie Wonsch

Title: Asst. Secretary