

Lonnie L. Simmons, P.A.
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Tallahassee, Florida 32301

(904) 471-0656

P9500015376

February 17, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RECEIVED
FEB 17 1995
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation of Happy Snacks, Inc.

Dear Sir/Madam:

I have enclosed for filing the original and one copy of the Articles of Incorporation of Happy Snacks, Inc. I have also enclosed a check payable to the Secretary of State for the following:

Fee for filing Articles of Incorporation \$35.00

Fee for naming Registered Agent 35.00

TOTAL \$70.00

Please file the Articles of Incorporation and return a copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,



Lonnie L. Simmons

LLS\kbb

Enclosures

FILED
95 FEB 23 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 24 1995

ARTICLES OF INCORPORATION

OF

HAPPY SNACKS, INC.

FILED
95 FEB 23 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is HAPPY SNACKS, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of the Articles of Incorporation.

ARTICLE III - PURPOSE

The purpose of this Corporation is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 2,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is 5821 Forest Ridge Drive, Pensacola, Florida 32526 and the name of the initial registered agent of this Corporation at that address is William D. McLeod, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

William D. McLeod, Jr.
5821 Forest Ridge Drive
Pensacola, FL 32526

Denise T. McLeod
5821 Forest Ridge Road
Pensacola, FL 32526

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is William D. McLeod, Jr., 5821 Forest Ridge Drive, Pensacola, Florida 32526.


ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 17th day of February, 1995.

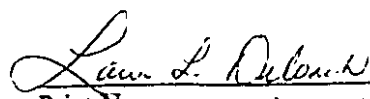

WILLIAM D. MCLEOD, JR. -
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and subscribed to me this 17th day of February, 1995, by WILLIAM D. MCLEOD, JR., who is personally known to me, or who has produced FL License M243-921-54-754-0 as identification and who did take an oath.




Print Name: LAURA L. DELOACH
Notary Public, State of Florida
My Commission Expires: 5/16/97

**CERTIFICATE DESIGNATION REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:


FIRST, that HAPPY SNACKS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5821 Forest Ridge Drive, Pensacola, Florida 32526 has named William D. McLeod, Jr. at 5821 Forest Ridge Drive, Pensacola, Florida 32526, as its agent to accept service of process within Florida.

DATED: Feb 17, 1995


WILLIAM D. MCLEOD, JR. - Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named Corporation, at the 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 performance of my duties.


WILLIAM D. MCLEOD, JR.
Registered Agent