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MELENDI, GIBBONS & GARCIA
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

408 EAST MADISON STREET
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TELEPHONE (813) 228-0853
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JOSEPH E. MELENDI
MARK H. GIBBONS
JOHN B. GIBBONS

PLEASE REPLY TO
TAMPA OFFICE

POST OFFICE BOX 11088
218 SOUTH MONROE STREET
SUITE 300
TALLAHASSEE, FLORIDA 32301
TELEPHONE (904) 881-0080
TELECOPY (904) 222-8628

REGINALD R. GARCIA

February 22, 1995

State of Florida
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

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++++70.00 ++++70.00

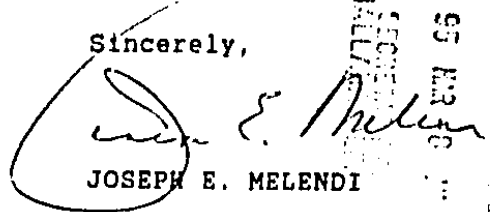
Re: *Happy Days R.V. Park, Inc.*

Dear Reader:

Enclosed for filing please find the original articles of incorporation for Happy Days R.V. Park, Inc., along with our check made payable to the Secretary of State in the amount of \$70.00, representing the fee for filing of the articles of incorporation and designating the registered agent. Please acknowledge receipt by date stamping the additional enclosed photocopy and returning it to this office in the enclosed self addressed envelope.

Should you have any questions please contact me.

Sincerely,


JOSEPH E. MELENDI

JEM/kp

Enclosure

cc: Mr. Steve Weis

W95-4319
MA
3-8-95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1995

JOSEPH MELENDI
408 E. MADISON ST.
TAMPA, FL 33602

SUBJECT: HAPPY DAYS R.V. PARK, INC.
Ref. Number: W95000004319

We have received your document for HAPPY DAYS R.V. PARK, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 995A00008630

**ARTICLES OF INCORPORATION
OF
HAPPY DAYS R.V. PARK, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation.

**ARTICLE ONE
NAME**

The name of this corporation is: **HAPPY DAYS R.V. PARK, INC.**

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 408 E. Madison Street, Tampa, Florida 33602.

**ARTICLE THREE
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of owning and/or operating mobile home and recreational vehicle parks.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.
4. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FIVE
CAPITALIZATION**

The number of share which the corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation 408 E. Madison Street, Tampa, Florida 33602 and the name of its initial registered agent at such address is JOSEPH E. MELENDI.

ARTICLE SEVEN
BOARD OF DIRECTORS

This number of directors constituting the corporation's initial board of directors is one. The name and address of such person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
JOSEPH E. MELENDI	408 E. Madison Street Tampa, Florida 33602

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
JOSEPH E. MELENDI	408 E. Madison Street Tampa, Florida 33602

Executed by the undersigned at Tampa, Florida on the 22nd day of February, 1995.

Joseph E. Melendi


JOSEPH E. MELENDI, Incorporator

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 22nd day of Feb., 1995, by JOSEPH E. MELENDI, who is personally known to me or who produced _____ as identification and who did (did not) take an oath

Kydia L. Perera

Notary Public
Kydia L. PERERA
Print Name here
My Commission Expires:
KYDIA L. PERERA
COMMISSION # CC 37730J
EXPIRES JUL 30, 1998
BONDED THRU
ATLANTIC BONDING CO., INC

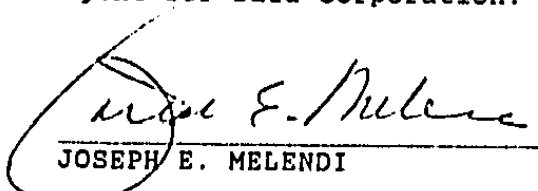


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JOSEPH R. MELENDI, a resident of the State of Florida, with a business office located at 408 E. Madison Street, Tampa, Florida 33602, hereby accepts appointment by HAPPY DAYS R.V. PARK, INC., as its agent upon whom service of process on its behalf may be made, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

Dated

March 3, 1995


JOSEPH E. MELENDI

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED