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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HAPPY BIRTHDAY FLORIDA, INC.
FAX AUDIT NUMBER: H95000002633
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

HAPPY BIRTHDAY FLORIDA, INC.

ARTICLE I - NAME

The name of this corporation is

HAPPY BIRTHDAY FLORIDA, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1000	\$1.00	COMMON

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

Prepared by:
Ronald Fieldstone
FIRM-180299
2601 S. Bayshore Dr. #1600
Miami, FL 33133
305-250-7100

1209 CHOCKSACKA-WENE
TALLAHASSEE, FLORIDA 32301

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and the name and address of the initial registered agent of this corporation is:

Name

Address

PATRICIA J. PIERCE

1209 CHOXSACKA-NENE
TALLAHASSEE, FLORIDA 32301

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name

Address

PATRICIA J. PIERCE

1209 CHOXSACKA-NENE
TALLAHASSEE, FLORIDA
32301

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name

Address

PATRICIA J. PIERCE

1209 CHOXSACKA-NENE
TALLAHASSEE, FLORIDA
32301

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ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

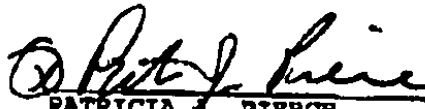
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of March, 1995.


PATRICIA J. PIERCE
Subscriber, Director, and
Registered Agent

STATE OF FLORIDA)
) ss.
COUNTY OF)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Patricia J. Pierce, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

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IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid, this
day of March, 1993.

Melissa A. Dykes
Notary Public, State of Florida

My commission expires:

ART.RAY



MELISSA A. DYKES
MY COMMISSION EXPIRES
August 01, 1995
COUNTY OF DALLAS, TEXAS

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TALLAHASSEE, FLORIDA

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