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LAW OFFICES

RICHARD T. AVIS

1325 SNELL ISLE BLVD. NE

SUITE 205C

ST. PETERSBURG, FL. 33704

(813) 894-2626 * FAX 821-6363

OF COUNSEL

RICHARD T. AVIS ♦

♦ ALSO ADMITTED IN
N.Y. AND ILLINOIS

REFER TO FILE NO.

TRANSMITTAL LETTER

March 19, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

700001851227
-06/05/96--01014--021
*****70.00 *****70.00

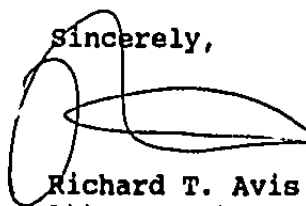
SUBJECT: Happle Licensing, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and a check for \$70.00. Please stamp the original of these documents to show the date of incorporation and the filing number and remit a copy to me. We do not require a certified copy at this time.

FROM: Law Offices
Richard T. Avis
1325 Snell Isle Blvd NE
Suite 205C
St. Petersburg, Fl. 33704

Thank you for your assistance in this matter.

Sincerely,



Richard T. Avis
Attorney At Law
Fl. No. 0959405

RTA/lbj
Enclosures

*no copy 13
attached 6/7/96*

FILED
56 JUN - 4 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8N JUN - 7 1996

**ARTICLES OF INCORPORATION
OF
HAPPLE LICENSING, INC.**

FILED
96 JUN -4 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Happle Licensing, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4580 Overlook Dr. NE, #294
St. Petersburg, Fl. 33703

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES

Such shares shall be of a single class, and shall be without par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

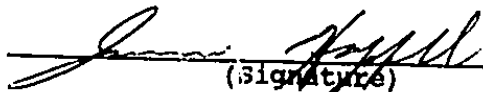
James Happel
4580 Overlook Dr. NE, #294
St. Petersburg, Fl. 33703

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

James Happel
4580 Overlook Dr. NE, #294
St. Petersburg, Fl. 33703

*The undersigned incorporator has executed these Articles of Incorporation this 30
day of May, 1996.*


(Signature)

James Happel

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. *The name of the corporation is:*

Happle Licensing, Inc.

2. *The name and address of the registered agent and office is:*

James Happel
4580 Overlook Dr. NE, #294
St. Petersburg, Fl. 33703

FILED
96 JUN -4 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

James Happel