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AGNES V. GARRONE  
7180 N.W. 20TH St.  
Sunrise, Florida 33313  
(954) 741-4877

February 28. 1996

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-03/04/96--01074--014  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Bureau of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: GIZMO ENTERPRISES, INC.

Gentlemen:

Enclosed herein please find original and two copies of the Articles of Incorporation regarding the above-captioned matter. Please file the original corporation papers and return one certified copy to me in the stamped self-addressed return envelope.

Also enclosed please find my check in the amount of \$122.50 to cover the cost of filing and obtain a certified copy.

Thank you.

Sincerely,

*Agnes V. Garrone*

AGNES V. GARRONE

Enc.

MAR 5 1996 BSN

W96-4899

JUN 11 1996

FILED  
96 JUN 11 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 5, 1996

AGNES V. GARRONE  
7180 N.W. 20TH STREET  
SUNRISE, FL 33313

SUBJECT: GIZMO ENTERPRISES, INC.  
Ref. Number: W9600004899

We have received your document for GIZMO ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 696A00009762

ARTICLES OF INCORPORATION

OF

HAPPY ENTERPRISES, INC.

FILED

96 JUN 11 AM 9:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be HAPPY ENTERPRISES, INC.

The principal place of business of this business shall be 7180 NW 20th St., Sunrise, Florida 33313.

ARTICLE II

NATURE OF BUSINESS

The nature of this business is business setup consultation and computer analysis in the United States, the State of Florida or any other state.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be one thousand (1,000) shares of common stock at \$1.00 par value. The common stock shall be payable in cash, property or services at a just valuation to be fixed by the Board of Directors, if one so exists at a regular or a special meeting called for this purpose. No capital stock may be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

No shareholder of this corporation may sell or transfer his shares in such corporation except to another individual who is eligible to be a shareholder of such corporation.

ARTICLE IV

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V

OFFICERS AND DIRECTORS

The names and street addresses of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

MICHAEL J. GARRONE - PRESIDENT/SECRETARY  
7180 N.W. 20TH Street Vice-President/Treas.  
Sunrise, Florida 33313

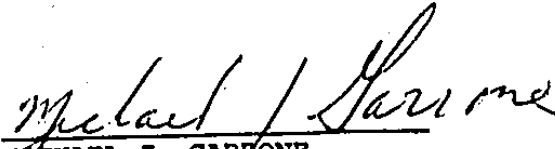
ARTICLE VI

INCORPORATORS

The name and address of the incorporator is:

MICHAEL J. GARRONE  
7180 N.W. 20th Street  
Sunrise, Florida 33313

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1ST day of APRIL, 1996.

  
MICHAEL J. GARRONE

STATE OF FLORIDA  
COUNTY OF BROWARD

THE FOREGOING instrument was acknowledged and sworn to before me  
this 1ST day of APRIL, 1996 by MICHAEL J. GARRONE.

*Michelle Blair*  
Notary Public



CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 HAPPY ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

MICHAEL J. GARRONE  
7180 N.W. 20th Street  
Sunrise, Florida 33313

*Michael J. Garrone*  
MICHAEL J. GARRONE

APRIL 1, 1996

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
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 AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS  
OF SECTION 607.325 FLORIDA STATUTES.

*Michael J. Garrone*  
MICHAEL J. GARRONE  
Registered Agent

APRIL 1, 1996

DATE

FILED  
96 JUN 11 AM 9:28  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA