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ADMITTED IN FLORIDA, NEW YORK, AND THE  
DISTRICT OF COLUMBIA

October 8, 1997

OF COUNSEL

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

Re: **HAPPY REAL ESTATE, INC.**  
Our File No. 2659.002

300002327373--7  
-10/23/97--01055--021  
\*\*\*122.50 \*\*\*122.50

Dear Sirs:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and Acceptance by the Registered Agent relative to the above cited company together with our check in the amount of \$122.50 corresponding to what we understand to be the filing fee and the return of a certified copy. Please arrange for such filing as soon as possible, thereafter returning the enclosed copy to us evidencing the date of incorporation.

Should you have any questions relative to the foregoing, please let us know.

Sincerely yours,

  
Alexander Reus

AR/hb  
encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 23 AM 10:14

10-24-97  
WS

**ARTICLES OF INCORPORATION**  
**OF**  
**HAPPY REAL ESTATE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: **HAPPY REAL ESTATE, INC.**

**ARTICLE II. PLACE OF BUSINESS**

The principal place of business of this corporation shall be:

c/o BAUR, MILLER & WEBNER, P.A.  
21st FLOOR, NEW WORLD TOWER  
100 N. BISCAYNE BLVD.  
MIAMI, FL 33132-2306

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 23 AM 10:14

**ARTICLE III. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1) par value per share.

**ARTICLE V. ADDRESS**

The street address of the initial registered office of the corporation shall be:

c/o BAUR, MILLER & WEBNER, P.A.  
21st FLOOR, NEW WORLD TOWER  
100 N. BISCAYNE BLVD.  
MIAMI, FL 33132-2306

The name of the initial registered agent of the corporation at that address is:

ALEXANDER REUS, ESQ.

#### ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VII. DIRECTORS

This corporation shall have ONE (1) director, initially. The name and street address of the initial member of the Board of Directors is:


Mari Herranz c/o BAUR, MILLER & WEBNER, P.A.  
21st FLOOR, NEW WORLD TOWER  
100 N. BISCAYNE BLVD.  
MIAMI, FL 33132-2306

#### ARTICLE VIII. INCORPORATOR

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

Alexander Reus, Esq.  
c/o BAUR, MILLER & WEBNER, P.A.  
21st FLOOR, NEW WORLD TOWER  
100 N. BISCAYNE BLVD.  
MIAMI, FL 33132-2306

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

  
\_\_\_\_\_  
Alexander Reus  
Incorporator

STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, on this 8th day of October, 1997, personally appeared Alexander Reus to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Helga E. Buffington  
Notary Public

My commission expires:

OFFICIAL NOTARY SEAL  
HELGA E. BUFFINGTON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC444767  
MY COMMISSION EXP. APR. 26, 1999

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FOR

HAPPY REAL ESTATE, INC.

The undersigned, ALEXANDER REUS, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

DATED this 8<sup>th</sup> day of October, 1997.

  
\_\_\_\_\_  
ALEXANDER REUS

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DIVISION OF CORPORATIONS