

P98000002620

MACFARLANE FERGUSON & McMULLEN
ATTORNEYS AND COUNSELORS AT LAW
P.O. BOX 1669
CLEARWATER, FLORIDA 33757

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 15, 1999

MacFarlane Ferguson & McMullen
P.O. Box 1669
Clearwater, FL 33757

SUBJECT: HAPPY FARMS, INC.
Ref. Number: P98000002620

We have received your document for HAPPY FARMS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

On January 7, your document was returned for several reasons per my letter of January 7 (copy attached). The fee was submitted and the document was returned on January 14, 1999, but none of the other items mentioned in my letter were taken care of. I am again returning the document.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 899A00002138

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99 FEB -3 PM 2:57
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 7, 1999

MacFarlane Ferguson & McMullen
P.O. Box 1669
Clearwater, FL 33757

SUBJECT: HAPPY FARMS, INC.
Ref. Number: P98000002620

We have received your document for HAPPY FARMS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If the registered agent is a corporation, it must be an active corporation on file with the Division of Corporations. Please add the suffix P.A. to the name of MACFARLANE, FERGUSON & MCMULLEN which is the name of the entity as registered with our office.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 499A00000695

DIVISION OF CORPORATIONS

99 JAN 14 PM 2:48

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Document #P98000002620

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

HAPPY FARMS, INC.

HAPPY FARMS, INC., a Florida corporation, under its corporate seal and the hand of its President, R. Nathan Hightower, and its Secretary, R. Nathan Hightower, hereby certifies that:

The Board of Directors of said corporation, at a meeting called and held on the 28th day of December, 1998, adopted the following resolution, ***which is not/is subject to Shareholder consent:

1. RESOLVED that Article IV of the Articles of Incorporation of this corporation shall be amended so as to read:

"ARTICLE IV" *

The street address of the registered office of the corporation shall be 625 Court Street, Clearwater, FL 33756, and the name of the registered agent of the corporation at that address is MacFarlane Ferguson & McMullen, P.A.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary this 30th day of December, 1998.

Attest:

R. Nathan Hightower
R. Nathan Hightower, Secretary

*

By: R. Nathan Hightower (SEAL)
R. Nathan Hightower, Pres.

(CORPORATE SEAL)

ACCEPTANCE

I HEREBY am familiar with and accept the duties and responsibilities as registered agent
for HAPPY FARMS, INC.

DATED this 1st day of February, 1999.

MACFARLANE FERGUSON &
MCMULLEN, P.A.

By: [Signature]
Title: Secretary for