

P98880038537

A.B. REYNOLDS JR. & ASSOCIATES, P.A.

801 W. LEE LAND HGTS. BLVD.
LEHIGH ACRES, FL 33936

HAPPY LIFE INC.

City/State/Zip

Phone #

000002501770--8

04/27/98-01125-020

*****70.00 *****70.00

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

4-25
[Signature]

ARTICLES OF INCORPORATION
OF
HAPPY LIFE, INC.

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The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of **Happy Life, Inc.** And hereby set forth and declare:

Charter

Article I

The name of the corporation shall be **Happy Life, Inc** located at 801 W. Leeland Hgts Blvd. Lehigh Acres, Fl. 33936.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The amount of the capital stock of this corporation shall be 100 shares of \$10.00 per value stock, which said stock shall be nonassessable, to be held, sold and paid for at such time and in such manner as the Board of Directors may, from time to time, determine. All of the capital stock shall be common stock.. The corporation shall start business with a minimum of \$1,000.00 cash .

Article IV

The corporation shall commence business on filing with the Secretary of State.

Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as by law.

Article VI

The principal place for the transaction of its business shall be 801 W. Leeland Heights Blvd. Lehigh Acres, Lee County Fl. That said corporation shall have the right and authority to do business at such other place or places within or without the State of florida as the corporation may, by resolution, designate.

Article VII

The corporation shall have a board of two (2) Directors and may be increased to not more than six (6) Directors. The number of Directors each year may be determined by the Shareholders at their annual meeting, or may be fixed by the Bylaws.

Article VIII

The officers by whom the business of said corporation shall be conducted, shall be a President, who shall be a Director, A Secretary and a Treasurer, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors, The name and post office address of the incorporator and First Board of Director who shall conduct the business of the corporation until his successors are elected and qualified following the first meeting of shareholders shall be:

A Brinton Reynolds, Jr.

801 W. Leeland Hgts Blvd

Lehigh Acres, Fl. 33936

Article IX

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article X

The street address of the initial registered office of this corporation is 801 W. Leeland Heights Blvd. Lehigh Acres, Florida 33936. And the name of the initial registered agent of this corporation at that address is A. Brinton Reynolds, Jr.

Article XI

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any Bylaw adopted by the Directors. The Directors may not alter, amend or repeal any Bylaw adopted by the Shareholders, nor may the Directors adopt Bylaws which would be in conflict with the Bylaws adopted by the Shareholders.

Article XIII

Any subscriber or shareholder present at any meeting either in person, or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to defect or insufficiency of notice.

Article XIV

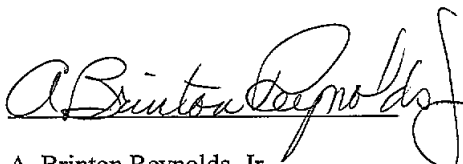
Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonable incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director. Such right or indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law, and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

¹¹¹ Article XV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director, officer or any firm of which any director or officer is a member or any corporation of

which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (a) by vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREFORE, I the undersigned being the original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, Subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby severly certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the considertion stated, and accordingly set my hand and seal this 24 Day of April 1998


A. Brinton Reynolds, Jr.

STATE OF FLORIDA

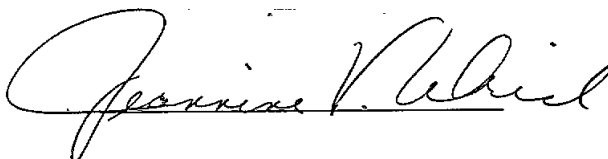
COUNTY OF LEE

I HEREBY CERTIFY, that before me the undersigned authority, duly authorized to take acknowledgements and administer oaths, personally appeared A. Brinton Reynolds, Jr. Who is know to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and severally acknowledge that he made and executed said certificate for the purposes therein expressed.

Witness my hand and official seal this 24 Day of April 1998.



JEANNINE V ULRICH
My Commission CC532045
Expires Feb. 12, 2000

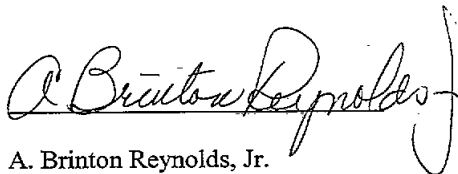


In pursuance of Chapter 48.091 Florida State Statutes, the following is submitted in compliance with said act:

First, that Happy Life, Inc. Is qualified to do business under the laws of the State of Florida, with its principal office at 801 W. Leeland Heights Blvd. Lehigh Acres, Lee County Florida, has appointed A. Brinton Reynolds, Jr. at 801 W. Leeland Heights Blvd, Lehigh Acres, Lee County Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

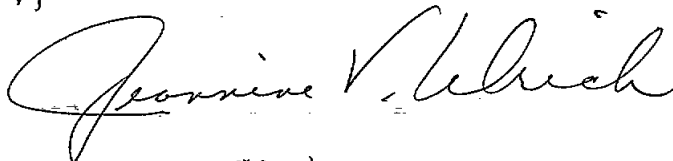
Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision as said Act relative to keeping open said office.



A. Brinton Reynolds, Jr.

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Dated this 24th Day of April 1998 A.D.





JEANNINE V ULRICH
My Commission CG532045
Expires Feb. 12, 2000