

P 980000 67492

Date: July 24, 1998

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

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-07/29/98-01020-005
***122.50 ***122.50

Re: Happenings Real Estate of Brevard, Inc.

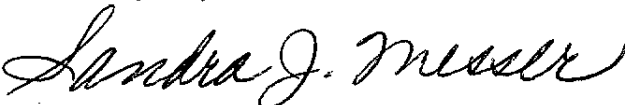
Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same and my check in the amount of \$122.50. Please file the Articles, issue, and return to me a certified copy of same, together with my charter.

Should you have any questions or which further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours Very Truly,



Sandra J. Messer
4795 Fay Blvd., Unit 6
Cocoa, Fl. 32927

Please send acknowledgments to:

Higginbotham Companies, Inc.
3535 N. U.S. 1, Suite #3
Cocoa, Fl. 32926

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98 JUL 29 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY AUG 3 1998

ARTICLES OF INCORPORATION
OF
HAPPENINGS REAL ESTATE OF BREVARD, INC.

ARTICLE I - NAME

The name of the corporation is Happenings Real Estate of Brevard, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITOL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 value common stock, which shall be designated "Common Shares".

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, 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.

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4795 Fay Blvd, Unit 6, Cocoa, Fl. 32926, and the name of the initial registered agent of this corporation at that address is: Sandra L. Messer

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Sandra J. Messer
4795 Fay Blvd., Unit 6
Cocoa, Fl. 32927

Randel L. Rodriguez
4742 Brookhaven Avenue
Cocoa, Fl. 32927

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is: 4975 Fay Blvd., Unit 6, Cocoa, Fl. 32927

ARTICLE X - INCORPORATORS

The name and address of the persons signing these Articles is:

Sandra J. Messer
4795 Fay Blvd., Unit 6
Cocoa, Fl. 32927

Randel L. Rodriguez
4742 Brookhaven Avenue
Cocoa, Fl. 32927

ARTICLE XI- BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer of directors, or any former officer, or director to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth:

Sandra J. Messer	500 Shares
Randel L. Rodriguez	500 Shares

Shares held by the initial stockholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24TH day of July, 1998.

Sandra J. Messer
Sandra J. Messer

Randel L. Rodriguez
Randel L. Rodriguez

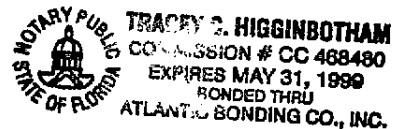
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: Sandra J. Messer and Randel L. Rodriguez, known to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24TH day of July, 1998.

Tracey C. Higginbotham
Tracey C. Higginbotham,
Notary Public,
State of Florida
My Commission Expires:



I, Sandra L. Messer, hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation. By executing this document, I reaffirm that I agree to serve as Registered Agent.

Sandra J. Messer
Sandra J. Messer
4975 Fay Blvd., Unit 6
Cocoa, Fl. 32927