

TRANSMITTAL LETTER

P98000075198

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

100002627221-0

08/28/98-01002-002

\*\*\*\*192.50 \*\*\*\*\*78.75

SUBJECT:

Happy Tours International, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

c/o Nivaldo Tavares  
Name (Printed or typed)

1235 Alton Rd.  
Address

Miami Beach, FL 33139  
City, State & Zip

(305) 674-1681  
Daytime Telephone number

(FAX) 531-4226

98 AUG 27 AM 9:51  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Please deliver  
to this address*

*RMC  
8/27/98*

NOTE: Please provide the original and one copy of the articles.

CERTIFICATE OF INCORPORATION  
OF  
HAPPY TOURS INTERNATIONAL, INC.

FILED

98 AUG 27 AM 9:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Happy Tours International, Inc.

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in , have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents , franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instrument

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to secure the payment to corporate in debtment as required.  
To purchase the corporate assets of any other corporation and engage in the same or other character of business.  
To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1000 ( One Thousand ) shares of common stock having a nominal of \$25.00 Par/ value.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business and deposit into a bank account is \$ 1,000.00 ( One Thousand 0/100 ).

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 273 N.E 2 Street, Suite 105, Miami, Fl. 33132. The board of directors may from time to time move the principal office to any other office in Florida.

## ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

## ARTICLE VIII. SUBSCRIBERS & DIRECTORS

The name and post office address of each subscriber to these Articles of Incorporation are:

Nivaldo Tavares

President  
Secretary

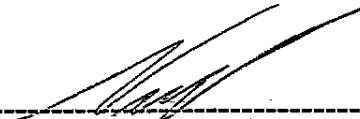
273 N.E 2 Street, Suite 105, Miami Fl. 33132

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 273 N.E 2 Street, Suite 105, Miami  
Fl. 33132, and the registered agent being Nivaldo Tavares.

ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner  
provided by laws. Every amendment shall be approved by the board  
of directors proposed by them to the stockholders, and approved at a  
stockholders meeting by a majority of the stock entitled to vote  
thereon.



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Nivaldo Tavares  
President  
Secretary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON PROCESS MAY BE SERVED.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 607.34 Florida Statutes, the following  
submitted, in compliance with said act:

FIRST: That, Happy Tours International, Inc. desiring to organize or  
qualify under the laws of the State of Florida with its principle office, as  
indicated in the articles of incorporation at city of Miami, county of  
Dade, and state of Florida has hereby named Nivaldo Tavares of 273  
N.E 2 Street. Suite 105, Miami, Fl. 33132, as its agent to accept  
services of process within this state.

ACKNOWLEDGMENT:

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 provision of said act relative to keeping open said office.

  
\_\_\_\_\_  
Nivaldo Tavares  
Register Agent.

