

P99000027292

BAUR, WOODBRIDGE, REUS & KLEIN, P.A.

ATTORNEYS AT LAW

THOMAS BAUR, J.D., M.C.L., J.C.B.
ADMITTED IN FLORIDA AND IN THE
FEDERAL REPUBLIC OF GERMANY

KARIN L. MATOS, J.D.

CHRISTOPHER J. KLEIN, J.D.

ALEXANDER REUS, J.D. (GERMANY), J.D., LL.M.
ADMITTED IN FL, NY, D.C.

CLAUDIO RIEDI, J.D.

FREDERICK WOODBRIDGE, JR., J.D.
LIC. EN DERECHO (MADRID, SPAIN)

OF COUNSEL:

DAVID S. BERGER, J.D.

JEFFREY A. BERNSTEIN, J.D.

REBECCA M. MILLER, J.D.

MARGARITA P. MUIÑA, J.D., LL.M., C.P.A.

PROF. WILLIAM H. NEWTON, III, J.D.

DALE F. WEBNER, J.D.

MAIN OFFICE:

21ST FLOOR NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132-2308
TELEPHONE: (305) 377-3561
FACSIMILE: (305) 371-4380
info@worldwidelaw.com
http://www.worldwidelaw.com

NAPLES OFFICE (REPLY TO MIAMI OFFICE):

350 FIFTH AVENUE SOUTH, SUITE 200
NAPLES, FLORIDA 34102
TELEPHONE: (941) 434-0046

April 20, 1999

VIA REGULAR MAIL

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

200002887952--4
-05/27/99--01001--013
*****35.00 *****35.00

Re: Happy Days Travel, Corp.
Name Change to: The Happy Days Company, Inc.

Dear Sir or Madam:

200002887952--4
-05/27/99--01001--014
*****8.75 *****8.75

Enclosed herewith please find an original and one copy of the Articles of Amendment to Articles of Incorporation and Written Consent in Lieu of Special Meeting of Directors of Happy Days Travel, Corp. relative to the above cited company together with our check in the amount of \$35.00 for 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 name change.

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

Sincerely yours,



Alexander Reus, Esq.

Enclosures as stated
AR/ng

FILED
99 MAY 26 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc

TU MAY 26 1999

BAUR, WOODBRIDGE, REUS & KLEIN, P.A.
ATTORNEYS AT LAW

THOMAS BAUR, J.D., M.C.L., J.C.B.
ADMITTED IN FLORIDA AND IN THE
FEDERAL REPUBLIC OF GERMANY

KARIN L. MATOS, J.D.

CHRISTOPHER J. KLEIN, J.D.

ALEXANDER REUS, J.D. (GERMANY), J.D., LL.M.
ADMITTED IN FL, NY, D.C.

CLAUDIO RIEDI, J.D.

FREDERICK WOODBRIDGE, JR., J.D.
LIC. EN DERECHO (MADRID, SPAIN)

OF COUNSEL:

DAVID S. BERGER, J.D.

JEFFREY A. BERNSTEIN, J.D.

REBECCA M. MILLER, J.D.

MARGARITA P. MUIÑA, J.D., LL.M., C.P.A.

PROF. WILLIAM H. NEWTON, III, J.D.

DALE F. WEBNER, J.D.

MAIN OFFICE:

21ST FLOOR NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132-2308
TELEPHONE: (305) 377-3561
FACSIMILE: (305) 371-4380
info@worldwidelaw.com
http://www.worldwidelaw.com

NAPLES OFFICE (REPLY TO MIAMI OFFICE):
350 FIFTH AVENUE SOUTH, SUITE 200
NAPLES, FLORIDA 34102
TELEPHONE: (941) 434-0046

May 17, 1999

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
Attn: Thelma Lewis
Corporate Specialist Supervisor
P.O. Box 6327
Tallahassee, Florida 32314

Re: Letter Number 999A00022180
Subject: Happy Days Travel Corp.
Reference Number P99000027292
Purpose: Corporate Name Change
Our File No. 3352.004

Dear Ms. Lewis:

Enclosed please find revised Articles of Amendment and Corporate Resolution of The Happy Days Travel Corp., changing its name to The Florida Happy Days Company, Inc., together with a check in the amount of \$43.75.

Enclosed also please find an extra copy of the submitted documents for purposes of providing us with a certified copy.

Please contact me if you have any questions.

Sincerely yours,



Alexander Reus, Esq.

Enclosures: Articles of Amendment in duplicate form
Corporate Resolution
Check in the amount of \$43.75
Copy of April 27, 1999 letter

AR/ng



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 1999

ALEXANDER REUS, ESQ.
BAUER, WOODBRIDGE, REUS & KLEIN, P.A.
21ST FLOOR, 100 NORTH BISCAYNE BLVD.
MIAMI, FL 33132-2306

SUBJECT: HAPPY DAYS TRAVEL, CORP.
Ref. Number: P99000027292

We have received your document for HAPPY DAYS TRAVEL, CORP. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The fee for a certified copy is \$8.75, please return the additional monies with your document.

Please sign and return your check along with this document in order to complete your filing.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 999A00022180

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Happy Days Travel, Corp.

FILED
99 MAY 26 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1005 and 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments(s) adopted:

Resolved that Article I of the Articles of Incorporation be, and the same hereby is, deleted in its entirety and the following be, and hereby is, adopted in substitution therefor:

Article I.

Name

The name of the corporation shall be:

The Florida Happy Days Company, Inc.

The principal place of business of this corporation initially shall be 100 N. Biscayne Blvd., 21st Floor, New World Tower, Miami, FL 33132.

SECOND: The date of the amendment's adoption is April 1, 1999

THIRD: Adoption of Amendments(s) (check one)

☒ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required. (F.S. 607.1005).

Signed this 1st day of April, 1999.

The Florida Happy Days Company, Inc.

By: 

Soner Ayguen

President/Director _____

**WRITTEN CONSENT IN LIEU OF
SPECIAL MEETING OF DIRECTORS OF
HAPPY DAYS TRAVEL, CORP.**

The undersigned, being all the Directors of HAPPY DAYS TRAVEL, CORP., a Florida corporation (the "Corporation"), hereby consent to the adoption of the following preamble and resolutions and to the taking of the following action by unanimous written consent in lieu of a Special Meeting of Directors, pursuant to Section 607.0821 of the Florida Business Corporation Act, hereby waiving all notice of time, place and objects of same.

The undersigned Directors adopt this Unanimous Written Consent in lieu of Special Meeting of Directors, and consent to, approve, adopt, appoint and/or ratify the following:

WHEREAS, the Corporation was formed and incorporated on March 19, 1999; and

WHEREAS, the Corporation intends to change its name to "The Florida Happy Days Company, Inc."; and

NOW, THEREFORE, be it and it hereby is

RESOLVED, that Resolved that Article I of the Articles of Incorporation be, and the same hereby is, deleted in its entirety and the following be, and hereby is, adopted in substitution therefor:

Article I.

Name

The name of the corporation shall be:

The Florida Happy Days Company, Inc.

The principal place of business of this corporation initially shall be 100 N. Biscayne Blvd., 21st Floor, New World Tower, Miami, FL 33132.

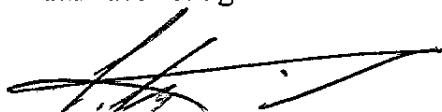
FURTHER RESOLVED, that any Director of the Corporation be, and hereby is, authorized and directed to sign the Articles of Amendment attached hereto as Exhibit "A" for and on behalf of the Corporation, and to take any and all actions that may be necessary to fully effect the above-contemplated name change of the Corporation.

FURTHER RESOLVED, that any officer of the Corporation be and he hereby is authorized for and on behalf of the Corporation, to make, execute, deliver, modify or amend in whole or in part, as reasonably may be required under the

circumstances, the Employment Termination Agreement and such other documents and instruments that such officer considers appropriate in such officer's sole discretion to consummate the action contemplated in the foregoing resolutions or that otherwise may be required in connection therewith; and

FURTHER RESOLVED, that such execution and delivery or performance shall constitute conclusive evidence of such officer's authority to so act, and that all of said documents and instruments executed and delivered as aforesaid shall be and constitute the acts and obligations of the Corporation, the Corporation hereby ratifying and confirming the acts of such Officer executing and delivering all of such documents and instruments and modifications and revocations of same.

This Written Consent may be executed by the Directors in several counterparts, including facsimile counterparts, and all such counterparts so executed shall constitute but one and the same Written Consent, notwithstanding that all of the Directors have not signed the original Written Consent and have not signed the same counterpart.



Soner Ayguen, Director

Date: 4/1/99



Margit Oertel-Ayguen, Director

Date: 4/1/99