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Jorge M. Villaran
2828 S.W. 23 Terr.
Miami, Fl. 33145

Telephone: (305)567-0090

Date: 3-17-99

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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-03/22/99--01124--003
*****70.00 *****70.00

Re: Filing Articles of corporation for
"Care Happy Shoes Pop's, INC.

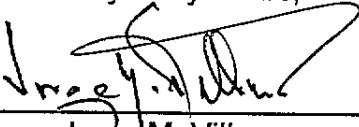
Dear Sir/Madam:

Enclosed herewith please find original and photocopy of new Articles of Incorporation for a new corporation organized under the laws of the State of Florida. Enclosed please find original Certificate of Designation Registered Agent/Registered Office. Also enclosed is a money order in the sum of \$70.00 in payment for the fees in this matter.

Please forward a certified copy of the Articles of Incorporation, along with the form showing the date filed and the official Charter Number. A self-addressed envelope is also enclosed.

Thanking you for your prompt attention hereto, I am,

Very Truly Yours,



Jorge M. Villaran

JMV/
Enclosures

FILED
99 MAR 22 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAR 26 1999

ARTICLES OF INCORPORATION
OF

"Care Happy Shoes Pop's, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be "Care Happy Shoes Pop's, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal of business and mailing address of this corporation shall be:

17021 N Bay Rd. #405
N. Miami Beach, Fl. 33160

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

Article IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Oscar P. Infantas
17021 N. Bay Rd. #405
N. Miami Beach, Fl. 33160

ARTICLE V: INCORPORATOR

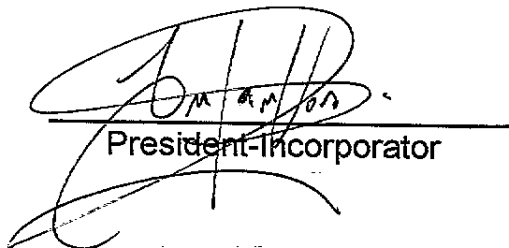
The name and address of the incorporator of these Articles of Incorporation is:

Jorge M. Villaran
2828 S.W. 23 Terr.
Miami, Fl. 33145

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors of the corporation is: Oscar[?] Infantas --PRESIDENT
17021 N. Bay Rd. #405
N. Miami Beach, Fl. 33160

The undersigned has executed these Articles of Incorporation this 17 of March, 1999.



President-Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE, SECRETARY OF STATE
TALLAHASSEE, FLORIDA

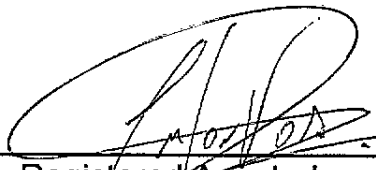
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Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is
"Care Happy Shoes Pop's, INC.
2. The name of the registered agent and office is:
Oscar Paul Infantas-17021 N Bay Rd. #405
N. Miami Beach, Fl. 33160

HAVING BEEN NAMED AS THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Registered Agent - Incorporator
President of CARE HAPPY SHOES POP'S, INC.
Date: 03-17-99