

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

500002845915-9

-04/21/99-01052-005

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HAPPY FOOD, CORP.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

Walk in

Pick up time

2.00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

99 APR 21 SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

NEW FILINGS

<input checked="" type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

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
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/  
QUALIFICATION

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

Examiner's Initials

99 APR 21 PM 12:56

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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CERTIFICATE OF INCORPORATION

OF

HAPPY FOOD, CORP.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form of Corporation under the Laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION :

The name of the Corporation shall be :

HAPPY FOOD, CORP.

ARTICLE II. GENERAL NATURE OF THE BUSINESS :

The general nature of the business and the object and purposes to be transacted and carried on are :

To conduct any and all business not prohibited by the laws of the United States and State of Florida.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other states and other countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the Corporate assets or 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 the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness 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 right to vote such stock.

ARTICLE III. CAPITAL STOCK :

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100,000 shares at 0.10 par value. Such stocks may be issued by the Corporation from time to time for

such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL :

The number of shares with which this Corporation shall commence business is not less than 100,000 shares common stock, and the amount of Capital with which this Corporation shall commence business not be less than TEN THOUSAND DOLLARS (\$10,000)-----

ARTICLE V, TERM :

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS :

The initial place of business of said Corporation in this State shall be: 169 EAST FLAGLER STREET #100 MIAMI FLORIDA, 33131 but the Board of Directors may, from time to time, move the principal place of business, or the place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS :

The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of stockholders, and the several officers as the case may be provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS :

The name and the post office address of the members of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, as follows :

GREGORIO HUZENMAN  
210 174 STREET #2219  
NORTH MIAMI FL, 33160

GUILLERMO BERMANN  
210 174 STREET #910  
NORTH MIAMI FL, 33160

ARTICLE IX, SUBSCRIBERS :

The proceeds of the stocks subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscribers to the capital stock and the number of the shares subscribed for are as follows :

GREGORIO HUZENMAN  
210-174 STREET #2219  
NORTH MIAMI FL, 33160

5,000 SHARES AT 0.10

GUILLERMO BERMANN  
210-174 STREET #910  
NORTH MIAMI FL, 33160

5,000 SHARES AT 0.10

ARTICLE X, OFFICERS:

The names and post office addresses of the officers, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows :

GREGORIO HUZENMAN  
210-174 STREET #2219  
NORTH MIAMI FL, 33160

PRESIDENT/TREASURER

GUILLERMO BERMANN  
210-174 STREET #910  
NORTH MIAMI FL, 33160

VICE-PRESIDENT/SECRETARY

ARTICLE XI, AMENDMENT :

These 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 the stockholder's meeting by a majority of the stocks entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above named for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on the 19TH day of April, 1999.

GREGORIO HUZENMAN  
PRESIDENT/TREASURER

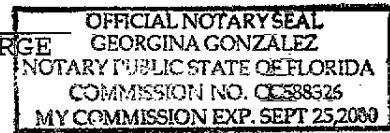
GUILLERMO BERMANN  
VICE-PRESIDENT/SECRETARY

STATE OF FLORIDA) SS  
COUNTY OF DADE )

I, HEREBY CERTIFY THAT on this day, before me a Notary Public, duly authorized in the State of Florida and County of Dade, to take acknowledgement, personally appeared GREGORIO HUZENMAN and GUILLERMO BERMANN----- to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE  
NAMED ABOVE, THIS 19<sup>th</sup> DAY OF April, 1999.

NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



MY COMMISSION EXPIRES:

Personally Known  OR Produced Identification Type  
of Identification Produced  Passport

CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE  
SERVICE WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY  
BE SERVED.

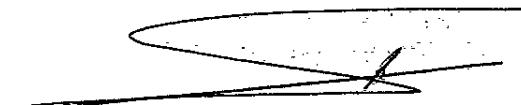
In pursuance of Chapter 48,901 Section 607,164  
Florida Statutes, the following is submitted, in  
compliance with said act :

FIRST: HAPPY FOOD, CORP.

desiring to organize under the laws of State of Florida,  
with the principal office, as indicate in the Articles  
of Incorporation, at the City of Aventura County of Dade  
State of Florida has named: GUILLERMO BERMANN mailing  
address: 210-174 STREET #910 NORTH MIAMI FL, 33160 as  
its Agent to accept service of process within this state.

ACKNOWLEDGEMENT :

Having been named to accept services 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 provisions of said act  
relative to keeping open said office.



GUILLERMO BERMANN  
RESIDENT AGENT

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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