

Charter Number Only

P99000041985

Requestor's Name _____
Address _____
City _____ State _____ ZIP _____ Phone _____

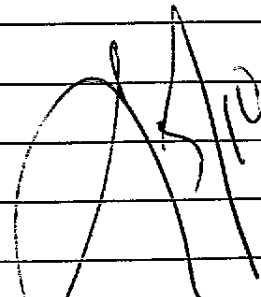
VALUATION ONLY

700002868887--0
-05/10/99--01008--009
*****78.75 *****78.75

CORPORATION(S) NAME

Happy Holidays USA, INC

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | | |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

Cert. COPY

FILED
99 MAY 10 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAY 10 AM 5:00
OFFICE OF CLERK OF COURT


Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

of

HAPPY HOLIDAYS USA, INC.
(name of corporation)

FILED
99 MAY 10 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

HAPPY HOLIDAYS USA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	JERRY DABROWSKI		
ADDRESS	828 S.W. 14 th ST		
CITY	Et. Lauderdale	FLORIDA	FL
			ZIP 33315

The principal office, if known, or the mailing address of the corporation is:

NAME	HAPPY HOLIDAYS USA, INC.		
ADDRESS	828 S.W. 14 th ST		
CITY	Et. Lauderdale	FLORIDA	FL
			ZIP 33315

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:


NAME	JERRY DABROWSKI		
ADDRESS	828 S.W. 14th ST		
CITY	Ft. Lauderdale	STATE	FL ZIP 33315
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JERRY DABROWSKI		
ADDRESS	828 S.W. 14th ST		
CITY	Ft. Lauderdale	STATE	FL ZIP 33315
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of 5-6, 1999.


 _____ (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

HAPPY Holidays USA, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 828 S.W. 14th ST
Ft. Lauderdale FL 33315

has named JERRY DABROWSKI

located at the aforesaid address, as its Registered Agent to accept service of process within
this state.

FILED
99 MAY 10 AM 9 30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obliga-
tions of that position, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.

Jerry Dabrowski
(registered agent)