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10505 N.W. 29th TERRACE
MIAMI, FL 33172

700002881367--6
-05/20/99-01077-003
****125.00 *****78.75

Office Use Only

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

1.	(Corporation Name)	(Document #)
2.	(Corporation Name)	(Document #)
3.	(Corporation Name)	(Document #)
4.	(Corporation Name)	(Document #)

FILED
99 MAY 20 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<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

F. CHESSE

MAY 2 5 1999

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ARTICLES OF INCORPORATION
OF

HAPPY FACE, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

HAPPY FACE, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall commence existence upon filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - ADDRESS

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

10505 N.W. 29th TERRACE. MIAMI, FL 33172

ARTICLE IV - NATURE OF BUSINESS

This corporation shall have the unlimited power to engage in any activity or business permitted under the Laws of The United States of America and of the State of Florida.

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ARTICLE V – CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 60 shares, having an individual par value of non-par.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class
Of stock of this corporation.

ARTICLE VI – REGISTERED AGENT

The name and street address of the initial Registered Agent of this corporation shall be:

ROMAN MARTINEZ

7025 S.W. 74 STREET
MIAMI, FL 33143

ARTICLE VII. DIRECTORS

The corporation shall have no less than one (1) nor more than seven (7) Directors.

ARTICLES VIII. – INITIAL DIRECTORS

The name (s) and address (es) of the member (s) of the first Board of Directors are:

NAME

ADDRESS

ROMAN MARTINEZ

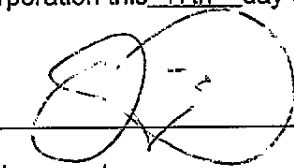
7025 S.W. 74 STREET
MIAMI, FL 33143

ARTICLES IX – INCORPORATORS

The name (s) and address (es) of the Incorporator (s) to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROMAN MARTINEZ	7025 S.W. 74 STREET MIAMI, FL 33143

The undersigned has executed these Articles of Incorporation this 17th day of May, 1999.

A handwritten signature in dark ink, consisting of a large, stylized 'R' and 'M' intertwined, written over a horizontal line.

Incorporator
ROMAN MARTINEZ

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

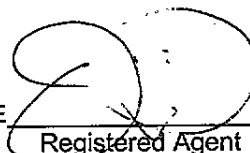
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent,

In the State of Florida.

First that, HAPPY FACE, INC. desiring to organize under under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Roman Martinez located at Miami, County of Dade State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS 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 ABOVE 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.

SIGNATURE



Registered Agent
Roman Martinez

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TALLAHASSEE, FLORIDA