

Wednesday, June 2, 1999

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850)922 4001

From:

Account Name : BRUCE A. HAUGHT, P.A.  
Account Number : 119980000079  
Phone : (850)837-7021  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Happy's Place, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION  
OF  
HAPPY'S PLACE, INC.**

**ARTICLE I - NAME**

The name of this corporation is HAPPY'S PLACE, INC.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing on the date of filing.

**ARTICLE III - PRINCIPAL OFFICE**

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

301 Holley St.  
Destin, FL 32541.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - AUTHORIZATION OF RESTRICTIONS ON TRANSFER OF  
SHARES**

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

**ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this corporation is Bruce A. Haught, 501 Highway 98, Suite G, Destin, FL 32541

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

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The board of directors of this corporation shall have no fewer than one (1) director nor more than five (5) directors. The initial board of directors shall consist of two (2) directors:

Director/President

Charles E. Stiles  
301 Holly St.  
Destin, FL 32541

Director/Secretary/Treasurer

Carmen G. Stiles  
301 Holly St.  
Destin, FL 32541

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Bruce A. Haught  
501 Highway 98, Suite G.  
P.O. Box 5017  
Destin, FL 32541

#### ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

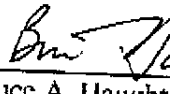
#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### ARTICLE XII - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 2nd day of June, 1999.

  
\_\_\_\_\_  
Bruce A. Haught  
Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 and 617.0501, 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.

1. The name of the corporation is **HAPPY'S PLACE, INC.**
2. The name and address of the registered agent and office is **Bruce A. Haught, 501 Highway 98, Suite G, Destin, FL 32541**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

Dated this 2nd day of June, 1999.

Bruce A. Haught

By: *Bruce A. Haught*  
Registered Agent

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This Document prepared by  
Bruce A. Haught, P.A.  
P.O. Box 5017  
Destin, FL 32540  
Fla. Bar # 0985325

850-837-7021

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