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PLEASE REPLY TO:
MELBOURNE OFFICE

February 11, 2000

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Thunderbolt Fireworks of Melbourne, Inc.

Dear Sir or Madam:

Enclosed please find an original plus one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 representing the required filing fee. I would appreciate receiving a certified copy of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

AMUNDSEN, MOORE & TORPY

Robert Lyerly GAVE
AUTHORIZATION BY PHONE TO
CORRECT ART II take out corp. shall
DATE 2/17 Commence upon execution.
DOC. EXAM SKT Does not want effective
date.


Robert M. Lyerly

FILED
00 FEB 14 PM 2:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
THUNDERBOLT FIREWORKS OF MELBOURNE, INC.

FILED
00 FEB 14 PM 2:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is THUNDERBOLT FIREWORKS OF MELBOURNE, INC.

ARTICLE II

This Corporation shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 3286 W. New Haven Avenue, West Melbourne, FL 32904. The initial address in Florida of the initial registered office of this Corporation is 202 North Harbor City Boulevard, Ste. 300, Melbourne, FL 32935, and the name of the initial registered agent of this Corporation at that address is Robert M. Lyerly.

ARTICLE VII

The initial Board of Directors shall consist of One Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Kevin Marsh
406 Morning Creek Circle
Apopka, FL 32712.

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

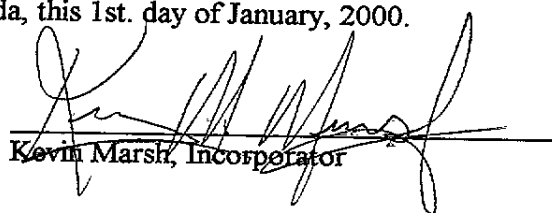
The name and address of the initial incorporator is as follows:

Kevin Marsh
406 Morning Creek Circle
Apopka, FL 32712

ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 1st. day of January, 2000.


Kevin Marsh, Incorporator

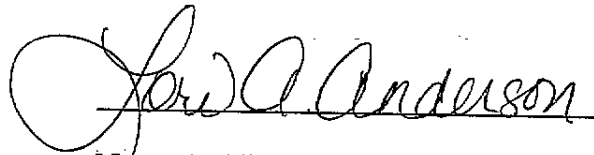
I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Robert M. Lyerly, Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, Kevin Marsh, who is personally known to me or produced a Florida dr. license as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 11th day of February, 2000.



Notary Public
State of Florida at Large

My Commission Expires: