

P000000 24787

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

Re: PARTY CITY OF FT. MYERS, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

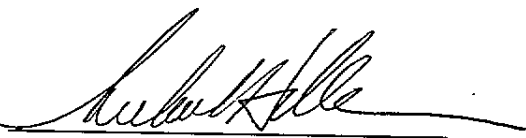
This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Please forward the articles to our accountants:

Keystone, Steinberg & Company
1720 Harrison Street #7B
Hollywood, FL 33020

200003157692--7
-03/03/00--01134--0225
****122.50 *****78.75

Very truly yours,



MICHAEL HELLER

Mailing address of Corporation:

PARTY CITY OF FT. MYERS, INC. c/o Michael Heller
128 DOCKSIDE CIRCLE
WESTON, FL 33327

SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 MAR -3 AM 8:26

FILED

3-10-00
5

ARTICLES OF INCORPORATION

ARTICLE - NAME

The name of this corporation is:

PARTY CITY OF FT. MYERS, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

128 DOCKSIDE CIRCLE
WESTON, FL 33327

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

128 DOCKSIDE CIRCLE
WESTON, FL 33327

and the name of the initial registered agent of this corporation at that address is:

MICHAEL HELLER

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00 MAR -3 AM 8:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have One (1) Director to hold office until the first annual meeting of stockholders and their successors shall have been duly executed and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and addresses of the initial Director(s) are:

MICHAEL HELLER
128 DOCKSIDE CIRCLE
WESTON, FL 33327

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

MICHAEL HELLER
128 DOCKSIDE CIRCLE
WESTON, FL 33327

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

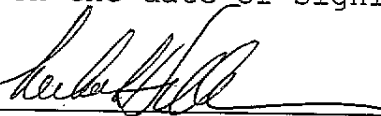
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREFORE, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED: _____

2/26/00

BY: _____



MICHAEL HELLER

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

Certificate of Registered Agent

of

PARTY CITY OF FT. MYERS, 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 Incorporation at:

128 DOCKSIDE CIRCLE

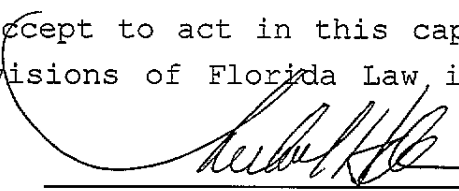
WESTON, FL 33327

has named MICHAEL HELLER

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

ACKNOWLEDGMENT

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 obligations 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.



(registered agent)

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00 MAR -3 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA