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TERRY T. NEAL, P.A.
ATTORNEY AT LAW

August 11, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Paulling's Party Shoppe, Inc.**

Gentlemen:

000003355840--4
-08/15/00--01004--006
*****78.75 *****78.75

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is this firm's trust account check in the amount of \$78.75 which represents the filing fee, resident agent fee and fee for one certified copy of the Articles of Incorporation. Please file the enclosed Articles and return one certified copy to me in the enclosed, self-addressed, stamped envelope.

If you have any questions concerning the enclosures, please do not hesitate to contact me by collect telephone call at 352/323-8000.

Thank you for your attention herein.

Sincerely,


TERRY T. NEAL

TTN/als
Enclosures
Corporations

ARTICLES OF INCORPORATION
OF
PAULLING'S PARTY SHOPPE, INC.

FILED
00 AUG 14 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I
NAME & PRINCIPAL PLACE OF BUSINESS

The name of the corporation is PAULLING'S PARTY SHOPPE, INC. and its principal place of business is 33919 Valencia Drive, Leesburg, FL 34788 with a mailing address of the same.

ARTICLE II
GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed by the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of this corporation and the initial registered office are:

KIMBERLY B. PAULLING
33919 Valencia Drive
Leesburg, FL 34788

ARTICLE VI
MANAGEMENT

Pursuant to the provisions of Section 607.0732, Florida Statutes, the shareholders will enter into a shareholders agreement which reflects the business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

ARTICLE VII
OFFICERS

The names and mailing addresses of each of the officers of the corporation are:

| | |
|--------------------------|--|
| President/Vice President | KIMBERLY B. PAULLING 33919 Valencia Drive Leesburg, FL 34788 |
|--------------------------|--|

| | |
|---------------------|---|
| Secretary/Treasurer | KEVIN M. PAULLING 33919 Valencia Drive Leesburg, FL 34788 |
|---------------------|---|

ARTICLE VIII
INCORPORATORS

The names and addresses of the incorporators are:

| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| KIMBERLY B. PAULLING | 33919 Valencia Drive Leesburg, FL 34788 |
| KEVIN M. PAULLING | 33919 Valencia Drive Leesburg, FL 34788 |

ARTICLE IX
AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X
BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved to the shareholders of this corporation.

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9th day of August, 2000.

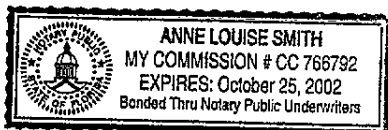
Kimberly B. Paulling
KIMBERLY B. PAULLING

Kevin M. Paulling
KEVIN M. PAULLING

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared KIMBERLY B. PAULLING known to me to be the person described in and who executed the foregoing document and who acknowledged before me that she executed the same for the uses and purposes set forth therein, and the said KIMBERLY B. PAULLING is personally known to me yes (yes/no) or who produced State of Florida Driver's License No. _____ as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 9th day of August, 2000.



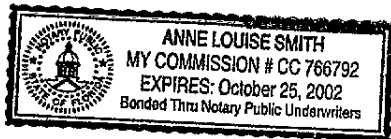
Anne Louise Smith
Signature of Notary

Anne Louise Smith
Print Name of Notary
NOTARY PUBLIC-STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF LAKE

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 M. PAULLING known to me to be the person described in and who executed the foregoing document and who acknowledged before me that he executed the same for the uses and purposes set forth therein, and the said KEVIN M. PAULLING is personally known to me yes (yes/no) or who produced State of Florida Driver's License No. _____ as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 10th day of August, 2000.



Anne Louise Smith
Signature of Notary

Anne Louise Smith
Print Name of Notary
NOTARY PUBLIC-STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Kimberly B. Paulling
KIMBERLY B. PAULLING
Registered Agent

FILED
00 AUG 14 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA