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BOARD CERTIFIED TAX LAWYER

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BROWARD (954) 781-7822
TELEFAX (561) 278-1995

August 31, 2000

CSC Networks
Post Office Box 5828
Tallahassee, FL 32314

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RE: PARTY GOODS WAREHOUSE II, INC.

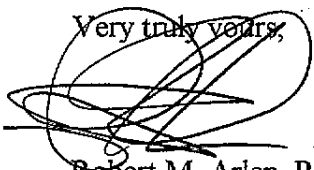
To Whom it may concern:

Enclosed are the Articles of Incorporation (2 original copies) for PARTY GOODS WAREHOUSE II, INC., for filing with the Secretary of the State. One copy is for filing with the Secretary of the State and the other should be returned to our office with the certificate.

Also enclosed is a check in the amount of \$70.00 to cover the cost of filing. Please bill me for your fees with regard to the filing of these Articles.

If you have any questions please do not hesitate to contact me.

Very truly yours,



Robert M. Arlen, P.A.
RMA/lka
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PARTY GOODS WAREHOUSE II, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be PARTY GOODS WAREHOUSE II, INC.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporate existence shall commence upon the filing of the articles with the Secretary of the State of Florida. The duration of PARTY GOODS WAREHOUSE II, INC. shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which PARTY GOODS WAREHOUSE II, INC. is organized are:

- A. To engage in the wholesale and retail sale of party goods.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of PARTY GOODS WAREHOUSE II, INC. be advantageously carried on in connection with, or ancillary to, the foregoing business.
- C. To do such other things as are incidental to the foregoing of necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which PARTY GOODS WAREHOUSE II, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

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TALLAHASSEE, FLORIDA

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**ARTICLE V
CORPORATE OFFICES AND AGENT**

Principal Office:

The initial principal office of the Corporation is 7035 NW 66th Terrace, Parkland, FL 33067.

Initial Registered Office and Agent:

The street address of the initial registered office of the Corporation is 110 E. Atlantic Avenue, Suite 330, Delray Beach, Florida 33444 and the name of its initial registered agent at such address is Robert M. Arlen.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of PARTY GOODS WAREHOUSE II, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of PARTY GOODS WAREHOUSE II, INC. is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial officers of PARTY GOODS WAREHOUSE II, INC. are as follows;

Director/President/Secretary/Treasurer

ROBERT L. SMITH
7035 NW 66th Terrace
Parkland, FL 33067

**ARTICLE VII
INCORPORATOR**

The Incorporator of PARTY GOODS WAREHOUSE II, INC. is Robert M. Arlen whose address is 110 E. Atlantic Avenue, Suite 330, Delray Beach, Florida 33444.

**ARTICLE VIII
CHANGE OF CORPORATE FORM**

The affirmative vote of a majority of the issued and outstanding shares of PARTY GOODS WAREHOUSE II, INC. shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of PARTY GOODS WAREHOUSE II, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of PARTY GOODS WAREHOUSE II, INC. or to voluntarily dissolve, liquidate or wind up its affairs.

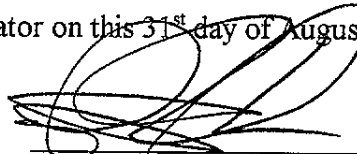
ARTICLE IX SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of PARTY GOODS WAREHOUSE II, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of PARTY GOODS WAREHOUSE II, INC. The subject matter of said agreement(s) may include, but shall not be limited to the following:

- A. The voting of shares of PARTY GOODS WAREHOUSE II, INC. and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of PARTY GOODS WAREHOUSE II, INC. or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of PARTY GOODS WAREHOUSE II, INC. and the division of the profits of the Corporation.
- D. Restrictions on the transfer of shares of stock in PARTY GOODS WAREHOUSE II, INC.
- E. The right and power of PARTY GOODS WAREHOUSE II, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.
- F. The establishment of procedures by which changes in corporate form shall be effected.
- G. Any matter which may be described in Florida Statutes Section 607.0732.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. PARTY GOODS WAREHOUSE II, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 31st day of August, 2000.



Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31st day of August, 2000 by ROBERT M. ARLEN, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Carole L. Nelson
CAROLE L. NELSON

Notary Public
State of Florida at Large

Seal and commission
expiration stamp:



I, ROBERT M. ARLEN, having been appointed Registered Agent of PARTY GOODS WAREHOUSE II, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties executed this 31st day of August, 2000.

[Signature]

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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