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P.A.

Attorneys and Counsellors at Law

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Paul J. Robinson, Esq.
Jonathon Jay Marks, Esq.

3rd November 2000

State of Florida
Department of State
New Corporation Filing Division
409 East Gaines
Tallahassee, Florida 32399

Re: **INFLATABLES N MORE, INC.**

Dear Filing Officer:

Enclosed are an original and one copy of the Articles of Incorporation for **Inflatables N More, Inc.**, a new Florida for-profit corporation. Please file the original in your offices and return to this office one certified copy and a Certificate of Status.

Please contact the undersigned attorney if there are any questions in this matter.

A check in the amount of \$87.50 covering the various fees in connection herewith is enclosed.

Very truly yours

PAUL J. ROBINSON, Esq.

enclosures as stated

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
INFLATABLES N MORE, INC.

We, the undersigned incorporators, do hereby make, subscribe, execute, acknowledge, and deliver for filing this Certificate of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I. NAME

The name of this corporation will be:

INFLATABLES N MORE, INC.

The principal office and business address is:

237 NW 4th Avenue, Hallandale, Florida 33009

ARTICLE II. PURPOSE AND POWERS

The general nature of the business and the objects and purposes to be transacted and carried on are, to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III. STOCK

The stock of this corporation will be divided into 100 shares of stock, at no par value per share.

All said stock will be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose. Property, labor, or services may be purchased or paid for with capital stock, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

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TALLAHASSEE, FLORIDA

ARTICLE IV. TERM

This corporation will have perpetual existence.

ARTICLE V. DIRECTORS

The number of directors of this corporation will be not less than one or more than two. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws. A majority vote of the directors shall be required for corporate acts requiring the consent of the Board of Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Stockholders or until their successor is elected and shall qualify are:

Alan Roseman
Isaac Grimberg

237 NW 4th Avenue, Hallandale, Florida 33009
237 NW 4th Avenue, Hallandale, Florida 33009

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as

to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE VI. OFFICERS

The office of the President, Vice President, Secretary, and Treasurer, any or all of which, may be held by the same person.

ARTICLE VII. INCORPORATORS

The name and post office address of the incorporators making, subscribing, signing, executing, acknowledging, and causing to be delivered this Certificate of Incorporation for filing with the Department of State are:

Alan Roseman
Isaac Grimberg

237 NW 4th Avenue, Hallandale, Florida 33009
237 NW 4th Avenue, Hallandale, Florida 33009

ARTICLE VIII. REGISTERED AGENT

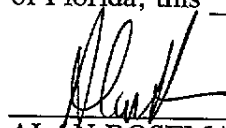
The registered agent and street address of the registered office, place of business, or location for the service of process within this State is as follows:

Paul J. Robinson, Esq.
Robinson and Marks, P.A.
1590 NE 162nd Street, Suite 200
North Miami Beach, Florida 33162

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

IN WITNESS WHEREOF, we have hereunto set our hand and seal and acknowledged the foregoing Certificate of Incorporation to be filed in the office of the Secretary of State, State of Florida, this ____ day of October 2000.



ALAN ROSEMAN, Incorporator

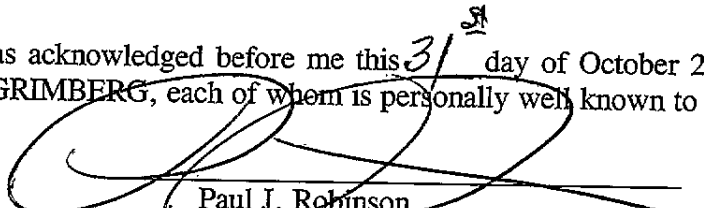


ISAAC GRIMBERG, Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 31st day of October 2000, by ALAN ROSEMAN and ISAAC GRIMBERG, each of whom is personally well known to me.

My Commission expires:


Paul J. Robinson
Notary Public, State of Florida at Large

[seal]

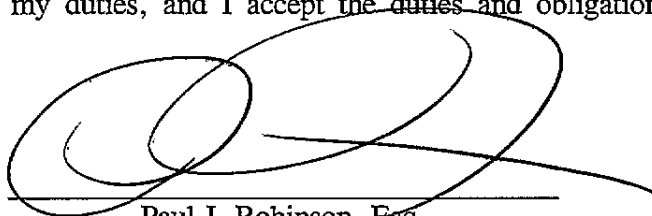


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapter 607, Florida Statutes, the following is submitted:

INFLATABLES N MORE, INC., desiring organize under the laws of the State of Florida, has named Paul J. Robinson, Esq., Robinson and Marks, P.A., of 1590 NE 162nd Street, Suite 200, North Miami Beach, Florida 33162, as its Agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate of Incorporation, I hereby accept this appointment, agree to serve in this capacity and to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607, Florida Statutes.



Paul J. Robinson, Esq.
Robinson and Marks, P.A.

Date: October 21st, 2000

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SECRETARY OF STATE
TALLAHASSEE FLORIDA