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December 7, 2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 12 AM 10:28

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

Re: Special Celebrations by K, Inc.

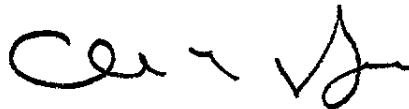
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed please find the Articles of Incorporation for the above referenced corporation along with our check in the amount of \$78.75 representing filing fees for same.

In the event you have any questions regarding the enclosure, please do not hesitate to contact our office.

Sincerely yours,



Charles H. Burns

CHB/mlz

Enclosures (2)

12/18/00

ARTICLES OF INCORPORATION

OF

SPECIAL CELEBRATIONS BY K, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

SPECIAL CELEBRATIONS BY K, INC.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

This corporation is organized for the purpose of engaging in every aspect and phase of the recreation and party industry including for both commercial and individual functions and furthermore to engage in every transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be ONE THOUSAND (1000). Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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

#### ARTICLE SIX

The name of the initial registered agent of this corporation is KAREN BAXTER.

The address of the initial registered office of this corporation is 325 Sandtree Road, Palm Beach Gardens, Florida 33410.

The principal office of the corporation is the same as registered office.

#### ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be one. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the persons who are to serve as members of the initial Board of Directors is as follows:

KAREN BAXTER, 325 Sandtree Road, Palm Beach Gardens, Florida

#### ARTICLE EIGHT

The name and address of the incorporators are as follows:

KAREN BAXTER  
325 Sandtree Road  
Palm Beach Gardens, Florida 33410

#### ARTICLE NINE

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

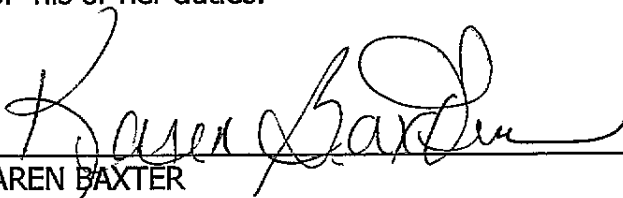
#### ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate,

or wind up its affairs.

ARTICLE ELEVEN

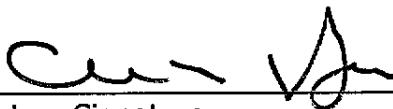
This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses, judgements, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties.

  
KAREN BAXTER

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this \_\_\_\_ day of December, 2000 by KAREN BAXTER, in the County and State set forth above, and she is personally known to me or produced \_\_\_\_\_ as identification and did/did not take an oath.



  
Notary Signature

My Commission Expires:

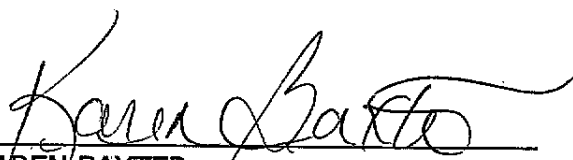
**ACCEPTANCE OF REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC 12 AM 10:28

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, my address of which is 325 Sandtree Road, Palm Beach Gardens, Florida 33410. I hereby accept the foregoing designation of Registered Agent for SPECIAL CELEBRATIONS BY K, INC.

Dated at Jupiter, Palm Beach County, Florida on this 7 day of December, 2000.

  
KAREN BAXTER