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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Lori K. Lyu  
3501 50th Avenue North  
St. Petersburg, FL 33714  
(727) 526-1759

March 9, 2001..

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32304

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-03/16/01-01084--010  
\*\*\*\*\*80.00 \*\*\*\*\*80.00

Re: FUN PAK FACTORY, INC.

Dear Sirs:

Enclosed please find the original of the Articles of Incorporation together with the Certificate of Registered Agent in reference to the above-named corporation. Please file these Articles and return your Certificate of Incorporation together with a photocopy of the filed Articles of Incorporation to this office.

Also enclosed is a check in the amount of \$80.00 representing your filing fees of \$70.00 and your photocopy fees of \$10.00.

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

Very truly yours,

Dominic E. Amadio, P.A.

By:

/s/  
Dominic E. Amadio, Esquire

CB 3-21

ARTICLES OF INCORPORATION

OF

FUN PAK FACTORY, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is FUN PAK FACTORY, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the following purposes:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loans association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV

This corporation is authorized to issue One Hundred Shares of One Dollar (\$1.00) par value stock.

ARTICLE V

The name of the initial registered agent and the registered office address of this corporation is as follows:

LORI K. LYU  
3501 50th Avenue North  
St. Petersburg, FL 33714

and the principal office address of this corporation is as follows:

3501 50th Avenue North  
St. Petersburg, FL 33714

ARTICLE VI

This corporation shall have Two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation, but shall never be less than one.

The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
LORI K. LYU	3501 50th Avenue North St. Petersburg, FL 33714
KIMBERLY HICKS	3501 50th Avenue North St. Petersburg, FL 33714

ARTICLE VII

The name and address of the incorporator executing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
LORI K. LYU	3501 50th Avenue North St. Petersburg, FL 33714

ARTICLE VIII

Section 1. The Board of Directors of this corporation may

provide such By-Laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### ARTICLE IX

Shares of capital stock of this corporation issued initially shall be held by the initial shareholders and may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

#### ARTICLE X

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided in the By-Laws.

#### ARTICLE XI

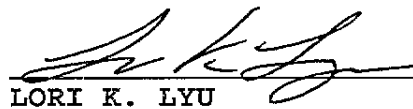
The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Corporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

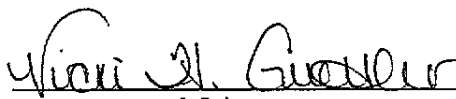
IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this 9th day of March, 2001.

  
LORI K. LYU

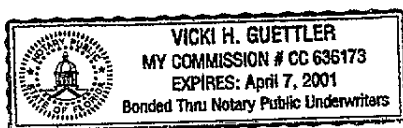
STATE OF FLORIDA)  
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared LORI K. LYU, to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced a driver's license as identification and he acknowledged to and before me that he executed such instrument.

SWORN TO AND SUBSCRIBED before me this 9th day of March, 2001.

  
Notary Public


My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:


That FUN PAK FACTORY, INC. desiring to organize or qualify  
under the laws of the State of Florida, with its principal place of  
business at 3501 50th Avenue North, City of St. Petersburg, State  
of Florida, has named LORI K. LYU, whose address is 3501 50th  
Avenue North, St. Petersburg, Florida, 33714, as its agent to  
accept service of process within Florida.

SIGNATURE   
LORI K. LYU

TITLE Incorporator

DATE 03-9-01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE   
LORI K. LYU

DATE 03-9-01

corp/client/funpak/articles.inc

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA