

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1400

301 EAST PINE STREET

POST OFFICE BOX 3068

ORLANDO, FLORIDA 32802-3068

TELEPHONE 407-843-8880

FAX 407-244-5690

WEBSITE: www.ghrlaw.com

R. Lee Bennett

WRITER'S DIRECT DIAL

(407)244-5631

E-MAIL ADDRESS

rbennett@ghrlaw.com

P01000117348

March 13, 2002

Our File No.: 2514-1

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

900005112679--6
-03/18/02--01033--001
*****35.00 *****35.00

RE: Inflatable Associates, Inc.

Dear Sir/Madam:

Enclosed are the original and one (1) copy of the Amended and Restated Articles of Incorporation for the above-referenced corporation.

Please file the Amended and Restated Articles of Incorporation, indicate the filing on the enclosed copy, and return the copy to the undersigned.

Also enclosed is our firm's check in the amount of \$35.00 to cover the filing fee.

Yours very truly,

R. Lee Bennett

FILED
02 MAY 10 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RLB:nbc

Enclosures a/s

2514\1 - # 29550.1



CLERMONT

LAKELAND

MELBOURNE

TALLAHASSEE

cc 5/16
amend
& restated
TAMPA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 21, 2002

GRAY HARRIS & ROBINSON
% R. LEE BENNETT
PO BOX 3068
ORLANDO, FL 32802-3068

SUBJECT: INFLATABLE ASSOCIATES, INC.
Ref. Number: P01000117348

We have received your document for INFLATABLE ASSOCIATES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 002A00016964

GRAYHARRIS
ATTORNEYS AT LAW

GRAY, HARRIS & ROBINSON, P.A.

SUITE 1400
301 EAST PINE STREET (32801)
P.O. BOX 3068
ORLANDO, FLORIDA 32802-3068
TEL 407-843-8880
FAX 407-244-5690
WEB grayharris.com

WRITER'S DIRECT DIAL

R. Lee Bennett

May 8, 2002

E-MAIL ADDRESS

rbennett@ghrlaw.com

Florida Department of State
Division of Corporations
Attention: Ms. Anna Chesnut,
Corporate Specialist
Post Office Box 6327
Tallahassee, Florida 32314

RE: Inflatable Associates, Inc.

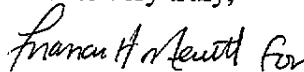
Dear Ms. Chesnut:

I am in receipt of your letter of March 21, 2002, wherein you state you were unable to file the Restated Articles of Incorporation for Inflatable Associates, Inc. as further documentation was needed.

Enclosed please find the original Restated Articles, together with a copy, which I ask that you stamp with date filed and return to me. Also enclosed is a copy of the Board of Directors Action by Consent and the original Certificate of Adoption of Amended and Restated Articles by Corporation, so that this matter will be complete. We previously sent you our check in the amount of \$35.00 to cover the filing fee.

I am sorry for any inconvenience this has caused you. Should you need anything further, please do not hesitate to contact me at the above address.

Yours very truly,



R. Lee Bennett

RLB:FHM:csm
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INFLATABLE ASSOCIATES, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

INFLATABLE ASSOCIATES, INC.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 10577 Rocket Blvd., Orlando, Florida 32824.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having no par value, said stock consisting of 900,000 shares of Class A common stock and 100,000 shares of Class B common stock. The characteristics of each class of common stock shall be as follows:

The Class A common stock shall be voting stock and the holders thereof shall be entitled to vote on all issues upon which the shareholders are entitled to vote. The Class B common stock shall be non-voting and the holders thereof shall not be entitled to any vote on any issue.

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TALLAHASSEE, FLORIDA
SECRETARY OF REVENUE

Except as hereinabove provided, the rights and privileges of each class of stock shall be identical as to voting, dividends and other rights, powers and privileges.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation came into existence was the date of filing of the initial Articles of Incorporation, December 11, 2001, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 10577 Rocket Blvd., Orlando, Florida 32824 and the name of the initial registered agent of this Corporation at that address is Mark R. Anastasia.

ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be one.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor(s) is/are elected or appointed and have qualified, is:

<u>Name</u>	<u>Street Address</u>
Mark Anastasia	10577 Rocket Blvd. Orlando, Florida 32824

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Mark R. Anastasia	10577 Rocket Blvd. Orlando, FL 32824

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

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

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in both the Board of Directors and the Shareholders, who may act independently or jointly. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a three-fourths (3/4) majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners, and may provide for restrictions and methods of disposition of a Shareholder's shares of capital stock of the Corporation. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XIII - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

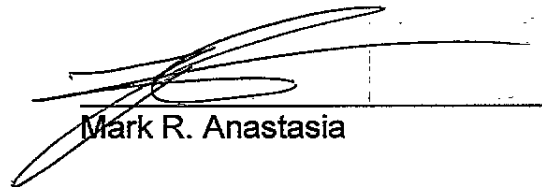
IN WITNESS WHEREOF, the undersigned Incorporator and sole Director has executed these Articles of Incorporation this 28 day of February, 2002.


Mark R. Anastasia, Incorporator


Mark R. Anastasia, Director

**ACCEPTANCE OF APPOINTMENT AS REGISTERED
AGENT**

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Inflatable Associates, Inc.


Mark R. Anastasia

INFLATABLE ASSOCIATES, INC.

BOARD OF DIRECTORS ACTION BY CONSENT

The undersigned, being the sole member of the Board of Directors of INFLATABLE ASSOCIATES, INC. (the "Corporation"), hereby consents to the following action by the Board of Directors of the Corporation in lieu of a meeting of the Board of Directors pursuant to Section 607.0821 of the Florida Statutes and instructs the Secretary of the Corporation to enter this written consent in the minute book of the Corporation:

The Board of Directors adopted the Amended and Restated Articles of Incorporation for the Corporation, as attached hereto, in their entirety. The Secretary is instructed to insert in the minute book of the Corporation the Certificate of Adoption of the Amended and Restated Articles and to take all steps necessary to ensure that the Amended and Restated Articles of Incorporation are filed with the Secretary of State of Florida.

Execution of this document by the undersigned, being the sole member of the Board of Directors, and the subsequent insertion of this document in the minute book of the Corporation, waives any requirement of a formal meeting of the Board of Directors to conduct the business referred to herein.

Dated and effective as of the 28th day of February, 2002


Mark Anastasia, Director

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02 MAY 10 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

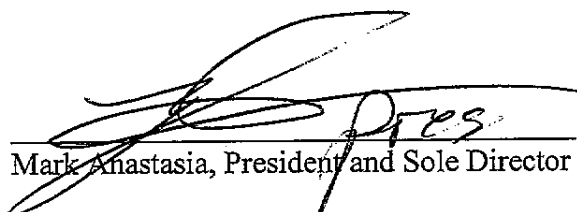
INFLATABLE ASSOCIATES, INC.

**CERTIFICATE OF ADOPTION OF AMENDED
AND RESTATED ARTICLES BY CORPORATION**

Mark Anastasia, President and sole member of the Board of Directors of Inflatable Associates, Inc. (the "Corporation"), hereby certifies on behalf of Corporation that:

1. The attached Amended and Restated Articles of Incorporation for Inflatable Associates, Inc. contains amendments requiring approval by the Board of Directors.
2. Any and all amendments requiring approval by the Board of Directors were adopted by the Corporation on February 28, 2002 by the unanimous vote of the Board of Directors.
3. At the time of the adoption of the Amended and Restated Articles of Incorporation, the Corporation had not yet issued shares in the corporation, and, as such, the Corporation did not have to obtain the approval of any Shareholders.

Dated this 9 day of April, 2002.


Mark Anastasia, President and Sole Director