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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.**PARTY PALACE WORD CORP.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Articles of Incorporation
OF

PARTY PALACE WORLD CORP.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation:

ARTICLE I - NAME

The name of the corporation is PARTY PALACE WORLD CORP.

ARTICLE II - DURATION

The period of its duration is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any activities or business of parties, entertainment, videos, toys and any related activities in general as permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue at any one time is Five Hundred (500) shares, all of one class, at One Dollar \$ 1.00 par value per share. With stock assigned as follows: 250 to Carlos M Gonzalez Quevedo as President and 250 to Flora A. Estrada as Vice-President.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

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

PREPARED BY: Carlos M Gonzalez
5340 west 14th Court
Hialeah, FL 33012

Telephone: (305) 231-9900

SIGNATURE: 

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) initially. The number of director(s) may be either increased or decreased from time to time by an amendment of the bylaws of this corporation in the manner provided by law, but shall never be less than one (1).

The Name and Address of the initial director(s) of this corporation is (are):

Carlos M. Gonzalez - 5430 W. 14th Ct.
Hialeah, FL 33012

As Director and Registered Representative:

Carlos M. Gonzalez 5430 W. 14th Ct.
Hialeah, FL 33012

ARTICLE VII - BYLAWS

The bylaws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INCORPORATION

The name and address of the Incorporator(s) signing these Articles of Incorporation is (are):

<u>Name</u>	<u>Address</u>
Carlos M. Gonzalez	5430 W. 14th Ct. Hialeah,, FL 33012
PH: 305-231-9900	

ARTICLE IX - AMENDMENT OF ARTICLES

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

In WITNESS WHEREOF, the undersigned Incorporator(s) have executed this Articles of Incorporation this 16th day of January, A.D., 2002.

Carlos M. Gzif

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED this 16th day of January, 2002.

Carlos M. Gzif

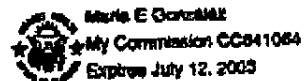
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I, the undersigned authority, hereby certify that the foregoing is a true and correct copy of an instrument presented to me by Carlos M. Gonzalez the original of such instrument.

WITNESS my hand and official seal, this 16th day of January A.D., 2002.

Marie E. Gonzalez
NOTARY PUBLIC, STATE OF FLORIDA



MY COMMISSION EXPIRES: