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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900005462669--3
-05/06/02--01074--009
*****78.75 *****78.75

SUBJECT: Party Palace A Family Entertainment Center, Inc.
(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check or money order for:

COST
\$78.75

Filing Fee
& Certificate

From: Tonya P Bain

16260 SW 36th Street
Address

Miramar, FL 33027
City, State, Zip

(305) 343-1717
Daytime Telephone Number

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 MAY -6 AM 11:43

5-10-02
WC

ARTICLES OF INCORPORATION

The undersigned incorporator (s), for the purpose of forming a corporation under the Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Party Palace A Family Entertainment Center, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

16260 SW 36th Street,
Miramar, FL 33027

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

The maximum number of shares that this corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) of common stock, each share having the par value of ONE DOLLAR (\$1.00).

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Tonya P Bain
16260 SW 36th Street,
Miramar, FL 33027

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ARTICLE V INCORPORATORS(S)
See instructions for officers/directors

The names(s) and street address of the incorporators is (are):

Tonya P Bain--- President
16260 SW 36th Street,
Miramar, FL 33027

The undersigned incorporator(s) has (have) executed these articles of incorporation this

1st day of May, 2002.

Tonya P. Bain
Signature

Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of corporation is:

Party Palace A Family Entertainment Center, Inc.

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2. The name and address of the registered agent and office is:

Tonya P Bain
16260 SW 36th Street,
Miramar, FL 33027

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Tonya P. Bain
(SIGNATURE)

5/1/02
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314