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Marilyn Correa-Gonzalez
Paralegal
Since 1979

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02 JUL 15 AM 10:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA
Guardian Ad Litem
For the State of Florida

June 4, 2002

Dale White

Document Specialist - New Filings
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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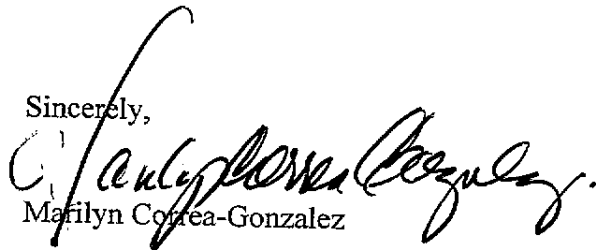
RE: Balloon-a-tics, Inc.

Dear Ms. White:

Enclosed please find the original articles of corporations for the above referenced along with a check in the amount of \$78.75 issued to the Secretary of State, and a copy of said articles, for filing. Please handle accordingly. If you have any questions, please do not hesitate to contact me.

Thank you for your time on this matter.

Sincerely,


Marilyn Correa-Gonzalez

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7-16-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 18, 2002

MARILYN CORREA-GONZALEZ
PO BOX 557857
S MIAMI, FL 33255

SUBJECT: BALLOON-A-TICS, INC.
Ref. Number: W02000017671

We have received your document for BALLOON-A-TICS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 402A00039561

BALLOON-A-TICS of Miami, Inc.
Articles of Incorporation

**Articles of Incorporation
of
BALLOON-A-TICS OF MIAMI, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
Corporate Name**

The name of the corporation shall be:

BALLOON-A-TICS OF MIAMI, INC.

**ARTICLE II
Principal Mailing Address**

The principal mailing address of this corporation shall be:

**BALLOON-A-TICS OF MIAMI, INC.
C/o
TERESA RUPP
3531 S.W. 94 Avenue
Miami, Florida 33165
(305)480-2810**

**ARTICLE III
Nature of Business**

The general nature of the business is purchase, manage, and operate any and all realty owned and managed by BALLOON-A-TICS of Miami, Inc. under the laws of the United States and of the State of Florida.

**ARTICLE IV
Duration**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE V

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares. Such shares shall be of a single class known as Common Stock, and shall have a par value of ONE DOLLAR (\$1.00) per share. Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered or to be rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive. Each share of Common Stock shall be issued in exchange for consideration, which is at least equal to the par value thereof, and shall be fully paid and non-assessable. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares shall be valid and enforceable in accordance with their terms. No holder of Common Stock shall be entitled to any right of cumulative voting. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any liquidating distributions that may be declared or paid by the Board of Directors out of the assets legally available for such purpose.

ARTICLE VI

Board of Directors

This Corporation shall at all times have at least one (1) director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation as provided by By-Laws adopted by them, provided that the Corporation shall have at all times a minimum of one (1) director. The By-Laws of this Corporation may provide that the directors be divided into two or more classes whose terms of office shall respectively expire at different times.

TERESA RUPP – President/Director
3531 S.W. 94 Avenue
Miami, Florida 33165

BALLOON-A-TICS of Miami, Inc.
Articles of Incorporation

ARTICLE VII
Initial Registered Agent and Registered Office

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Registered Agent
Marilyn Correa-Gonzalez
4300 SW 62 AVENUE
SOUTH MIAMI, FL 33155

ARTICLE VIII
Incorporator

The name and street address of the Incorporator of these Articles of Incorporation is:

TERESA RUPP
(President/Director)
3531 S.W. 94 Avenue
Miami, Florida 33165

ARTICLE IX
Conflict of Interest

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE X
Indemnification

This Corporation may indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises in which it owns shares of capital stock or of which it is a partner or creditor, to the full extent permitted by law. Said indemnification may include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and professional fees, including attorney's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal,

OF MAAMI
Balloon-a-tics, Inc.
Articles of Incorporation

person or his or her legal representative may be made a party or is threatened to be made a party, by reason of his or her being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he or she may be lawfully granted. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI **Amendments**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Amendments shall be approved by the holders of not less than two-third (2/3) of the capital stock entitled to vote thereon unless such amendment is recommended by the Board of the Corporation in which case such amendment shall be approved by the holders of not less than a majority of the capital stock entitled to vote thereon.

The undersigned incorporator has executed these Articles of Incorporation this 05 day of JUNE 2002.

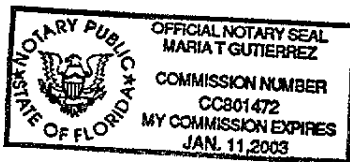

TERESA RUPP
Incorporator-President

DEMIANA
Balloon-a-tics, Inc.
Articles of Incorporation

STATE OF FLORIDA
COUNT OF DADE

BEFORE ME, personally appeared TERESA RUPP, to me well kown to be the person described in and who subscribed the above Articles of Incorporation and she freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 06 day of June 2002.



Maria T Gutierrez

NOTARY PUBLIC
STATE OF FLORIDA at Large

My Commission Expires:

ACKNOWLEDGEMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Marilyn Correa-Gonzalez

MARILYN CORREA-GONZALEZ

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