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EDUARDO F. MORRELL, P.A.

ATTORNEYS AT LAW

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P.O. BOX 2786

LAKELAND, FLORIDA 33806-2786

October 15, 2002

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

FILED
2002 OCT 17 AM 9:41
SEC. OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

RE: Party Shop Mall, Inc.

Dear Sir/Madam:

Enclosed are:

1. Articles of Incorporation; and
2. Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent upon Whom Process may be Served; and
3. Check in the amount of \$78.75.

Please file the Articles and Certificate with the State and return a certified copy to our office at your earliest convenience.

Thank you for your assistance.

Sincerely,

Sandy O'Connell

Sandy O'Connell
Legal Assistant to Eduardo F. Morrell

Encl

cc: William T. Wells (w/encl)
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10-18-02

ARTICLES OF INCORPORATION

OF

PARTY SHOP MALL, INC.

The undersigned to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this Corporation is:

Party Shop Mall, Inc.

ARTICLE II.

PERMITTED BUSINESSES AND ACTIVITIES

This Corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the Corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

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STATE OF FLORIDA

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge Bonds, Debentures, Notes and other evidences of indebtedness, and execute such Mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) 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 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 Subsection (i) hereof.

(k) Enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this Corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V.

TERM OF EXISTENCE

The existence of this Corporation is to begin at the time of incorporation and acknowledgment of these Articles of Incorporation and to continue perpetually thereafter.

ARTICLE VI.

PRINCIPAL OFFICE ADDRESS

The address of the initial principal office of the Corporation in the State of Florida is P.O. Box 1356, Sebring, Florida, 33871. The Board of Directors may from time-to-time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VII.

REGISTERED AGENT

The Registered Agent of the Corporation and the address of the Registered Agent and Registered Office of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Eduardo F. Morrell	500 S. Florida Avenue Suite 330 Lakeland, Florida 33801

ARTICLE VIII.

DIRECTORS

This Corporation shall have four (4) Directors, initially. The number of Directors may be increased or diminished from time-to-time, as provided in the Bylaws.

ARTICLE IX.

DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as officers, to permit Contracts or other transactions between the Corporation and one or more of its Directors individually or businesses in which one or more of its Directors are interested, and to exercise such other powers of the Corporation as are not inconsistent with these Articles or with any Bylaws that may be adopted by the Stockholders.

Without limiting the generality of the foregoing, no Contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between this Corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this Corporation, which acts upon, or in reference to, such Contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify

such Contract or transaction by a vote of a majority of the Directors (such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE X.

DIRECTOR(S)

The name and address of each member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
William T. Wells	P.O. Box 7640 Lakeland, Florida 33807
Susan Haynes	2801 Snyder Road Sebring, Florida 33870
Donna Fitch	839 Garland Avenue Sebring, Florida 33875
Sue Barhite	1330 5 th Avenue Sebring, Florida 33875

Members of the Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE XI.

AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by

law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal, this 15th day of October, 2002, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify the facts herein stated are true.

Eduardo F. Morrell (SEAL)
EDUARDO F. MORRELL, Incorporator 500 S. Florida Avenue
Suite 330
Lakeland, Florida 33801

STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 15th day of October, 2002, by Eduardo F. Morrell, who is personally known to me.

Sandy O'Connell
NOTARY PUBLIC

My Commission Expires:

(Type/Print/Stamp Name)

Serial Number, if any
NOTARIAL STAMP

(diane\corp\articles.PSM)



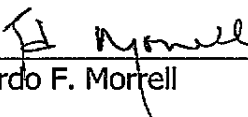
Sandy O'Connell
MY COMMISSION # CC840833 EXPIRES
June 23, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **PARTY SHOP MALL, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Sebring, State of Florida, has named the following as its agent to accept service of process within the State of Florida:

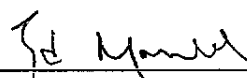
**EDUARDO F. MORRELL
500 S. FLORIDA AVENUE
SUITE 330
LAKELAND, FLORIDA 33801-5252**



Eduardo F. Morrell

Date: 10/15/02

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.



Eduardo F. Morrell

Filing Fee: \$35.00
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TALLAHASSEE, FLORIDA