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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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THOMAS L. HOWARD, P.A.
ATTORNEY AT LAW

1818 Australian Avenue South, Suite 202
West Palm Beach, FL 33409
TEL: (561) 689-1550
FAX: (561) 689-1552

Jupiter Office:

TEL : (561) 746-1600

Please Reply to:

West Palm Beach, FL

March 19, 2003

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

SUBJECT: Formation of Corporation
Name of Company : A Ton of Fun, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for A Ton of Fun, Inc., along with a check in the amount of \$78.75.

Please provide my office with a certified copy of these articles.

Your prompt attention to this matter is greatly appreciated.

Sincerely,



THOMAS L. HOWARD *KB*

TLH:kb

enclosures

**SIGNED IN HIS PRESENCE
TO AVOID DELIVERY IN
DEFECT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
A TON OF FUN, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is A TON OF FUN, INC.

ARTICLE II

The existence of the corporation shall begin on the date of the filing hereof.

ARTICLE III

The street address of the principal office of the Corporation is 12187 63rd Lane North, West Palm Beach, Florida 33412.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, par value of \$0.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1818 Australian Avenue South, Suite 202, West Palm Beach, Florida 33409. The initial registered agent for the Corporation at that address is Thomas L. Howard, Esquire.

ARTICLE VI

The initial board of directors shall consist of 1 member. This number may be increased or decreased from time to time in accordance with the corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Richard Michael Raymond

12187 63rd Lane North
West Palm Beach, FL 33412

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Richard Michael Raymond

12187 63rd Lane Worth
West Palm Beach, FL 33412

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ARTICLE VIII

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

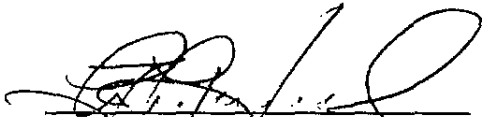
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 19, 2003.


RICHARD MICHAEL RAYMOND

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for A TON OF FUN, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.


THOMAS L. HOWARD, Esquire

Dated: March 19, 2003