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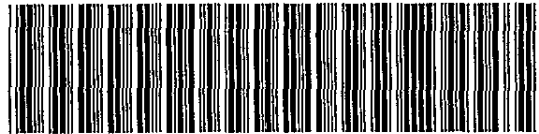
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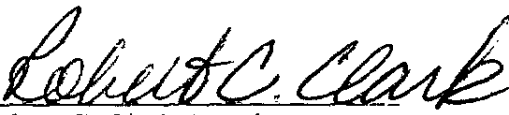
September 20, 2004

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

SUBJECT: CLOWNS OF VERO BEACH, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Clowns of Vero Beach, Inc., together with a check for \$70.00.

Please return a filed/stamped copy in the enclosed self-addressed envelope. Thank you for your assistance.


Robert C. Clark, Esquire

Rclc
Encs.

ARTICLES OF INCORPORATION
of
CLOWNS OF VERO BEACH, INC.

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TALLAHASSEE, FLORIDA

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The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is: CLOWNS OF VERO BEACH, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 474 Grove Isle Circle, Vero Beach, Florida 32962-8595.

ARTICLE III
DURATION

The duration of the Corporation is perpetual.

ARTICLE IV
PURPOSE

The general nature of the business and objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, vis:

(a) To provide entertainment at various functions for children and/or adults at grand openings, fund raisers, charitable events and other public and private functions.

(b) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restriction as to place or amount.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principle, agent, trustee, or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or object of the corporation, whether or not such business is similar in nature to the purposes and objects sets forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

This Corporation shall be entitled to all rights, powers and provisions of the laws of the State of Florida affecting corporations as such laws may now exist or as such laws may hereinafter be enacted.

ARTICLE V **SHARES**

The capital stock of this Corporation shall consist of one thousand (1,000) shares of common stock, having par value of One Dollar (\$1.00) each.

The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Stockholders. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Stockholders.

Additional shares of stock without par value may be authorized from time to time by the Corporation, and said shares of stock may be issued for such consideration as shall be set by the Stockholders.

ARTICLE VI **INITIAL OFFICERS AND DIRECTORS**

Ellen Mellor
President, Treasurer, Director
474 Grove Isle Circle
Vero Beach, FL 32962

Thomas Mellor
Vice President, Secretary, Director
474 Grove Isle Circle
Vero Beach, FL 32962

ARTICLE VII **NUMBER OF DIRECTORS**

The number of the Corporation's directors shall be two (2). The By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

The first Board of Directors and Officers of the Corporation, who, subject to the provisions of these Articles of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified.

ARTICLE VIII

The By-Laws may prescribe the number of Directors necessary to constitute a quorum of the Board of Directors, which number may not be less than the majority of the whole Board of Directors. In case of vacancy in the Board of Directors, through death, resignation, disqualification or other causes, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of the majority of Directors then in office.

The Corporation may, at any meeting of the Board of Directors, sell, lease or exchange all of its property and assets, including its good will, and its corporate franchise or any property or assets essential to its corporate business, upon such terms and conditions either

by cash, for the securities of any other corporation or corporations or for such consideration as its Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the affirmative vote of the holders of record of the majority of the stock of each class issued and outstanding, given at a stockholders meeting duly called for that purpose, or when authorized by the written consent of the holders of record of a majority of the stock of each class issued and outstanding.

ARTICLE IX
REGISTERED AGENT

The name and Florida street address of the registered agent is: Robert C. Clark, Esquire, 1601 20th Street, Vero Beach, FL 32960.

ARTICLE X
INCORPORATOR

The names and addresses of the Incorporators are, Ellen and Thomas Mellor, 474 Grove Isle Circle, Vero Beach, FL 32962.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Robert C. Clark
Signature: Registered Agent
Robert C. Clark, Esquire

Dated: Nov. 18, 2004

Ellen Mellor
Signature: Incorporator
Ellen Mellor

Dated: 11-18-04

Thomas Mellor
Signature: Incorporator
Thomas Mellor

Dated: 11/18/2004

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