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LAW OFFICES OF
KALOGIANIS & ASSOCIATES, P.A.
ATTORNEYS AND COUNSELORS AT LAW

CONSTANTINE KALOGIANIS

NEW PORT RICHEY FINANCIAL CENTER
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SUITE #4
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January 30, 1995

Florida Department of State
Division of Corporations
P.O. Box 10349
Tallahassee, Florida 32302

1. 1001396704
-02.02/95--01096--015
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation and Acceptance of Registered Agent for Party Central, Inc. Please send your confirmation letter of incorporation to the undersigned at the address listed above on the letterhead.

Thank you for your time and attention. Should you have any questions, please do not hesitate to contact our office.

Sincerely,

KALOGIANIS & ASSOCIATES, P.A.

Steve Leunes

Steve Leunes

FILED
1995 FEB -2 AM 7:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED FEB 7 1995

**ARTICLES OF INCORPORATION
OF**

PARTY CENTRAL, INC.

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation under the Florida Business Corporation Act and hereby certifies as follows:

ARTICLE I. CORPORATE NAME.

The name of this corporation, hereinafter referred to as the "Corporation", is **PARTY CENTRAL, INC.**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of the Corporation are:

P.O. Box 430
Port Richey, Florida 34668

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred (100).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are:

NAME: Denise Totolos
ADDRESS: 10128 U.S. Highway 19
Port Richey, Florida 34668

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are:

NAME: Denise Totolos
ADDRESS: 10128 U.S. Highway 19
Port Richey, Florida 34668

ARTICLE VI. PURPOSE.

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the Florida Business Corporation Act and the laws of the State of Florida.

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1995 FEB -2
TALLAHASSEE, FLORIDA

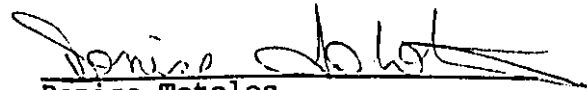
ARTICLE VII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned has executed these Articles of Incorporation this 30th of January, 1995.


Denise Totohos
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept Service of Process for the above stated Corporation, at the place designated herein, I am familiar with the obligations of my position as Registered Agent and I hereby agree to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: _____

1/30/95


Denise Totolos

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1995 FEB -2 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA