

# P950000 29145

ROSS, WILLIAMS & DEAL, P.A.

ATTORNEYS AT LAW

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LAKELAND, FLORIDA 33801-4622

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April 7, 1995

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

**RE: New Corporate Filing - PARTY PEOPLE, INC**  
**Name Reservation No. R95000000745**

Ladies and Gentlemen:

100001452621  
-04/10/95--01100--018  
\*\*\*122.50 \*\*\*122.50

I have enclosed one signed original and a xerocopy of both the articles of incorporation and designation and acceptance of resident agent for a new corporation identified as indicated above. Please file the articles and designation and have certified copies of the documents returned to me after the filing.

I have enclosed my firm's check in the total amount of \$122.50, drawn payable to the Florida Secretary of State, to cover the cost of the filings and the certified copies.

Please telephone me if there are any additional charges and I will promptly have a check forwarded to you.

Thank you for your service.

Sincerely yours,

ROSS, WILLIAMS & DEAL, P.A.

*Gregory R. Deal*  
Gregory R. Deal

GRD/msk  
Enclosures:  
157.1253

*R95-745*  
*GRD*  
*4/13/95*

FILED  
55 APR 10 PM 12:15  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PARTY PEOPLE, INC.

FILED  
95 APR 10 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Party People, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: Party People, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The corporation shall exist commencing upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation is 858 Hanover Way, Lakeland, Florida 33813.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having no par value per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the

corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued. A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 858 Hanover Way, Lakeland, Florida 33813, and the name of the corporation's initial registered agent at that address is Anne I. Ross.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Anne I. Ross	858 Hanover Way, Lakeland, Florida 33813
Lawrence E. Ross	858 Hanover Way, Lakeland, Florida 33813
Therese R. Arrington	2626 Elizabeth Place Lakeland, Florida 33813
Clint Arrington	2626 Elizabeth Place Lakeland, Florida 33813

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Gregory R. Deal	230 South Florida Avenue, Suite 501 Lakeland, Florida 33813

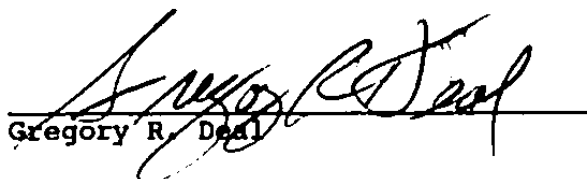
The incorporator of the corporation assigns to this corporation all of his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as

incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the 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 shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of April, 1995.

  
\_\_\_\_\_  
Gregory R. Deal

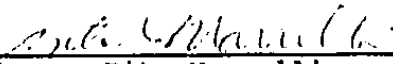
Articles of Incorporation  
Page 5

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STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 7th day of April, 1995, by Gregory R. Deal, who is personally known to me or who has produced \_\_\_\_\_ as identification, and he did/did not take an oath.

  
\_\_\_\_\_  
Name: Rita Marrelli  
Notary Public, State of Florida  
at Large

My commission expires:

(Affix notarial seal)



RITA MARRELLI  
MY COMMISSION # CC 185512 EXPIRES  
April 11, 1996  
POWERED THROUGH TROY TAIN INSURANCE, INC.

DESIGNATION OF  
REGISTERED OFFICE AND AGENT

FILED  
95 APR 10 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Party People, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 858 Hanover Way, City of Lakeland, County of Polk, State of Florida, has named Anne I. Ross located at 858 Hanover Way, City of Lakeland, County of Polk, State of Florida 33813, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

  
\_\_\_\_\_  
Anne I. Ross

Date: February 20, 1995

**ROSS, WILLIAMS & DEAL, P.A.**

ATTORNEYS AT LAW

230 SOUTH FLORIDA AVENUE #501  
TALLAHASSEE, FLORIDA 32301-4622

P.O. Box 1867

TALLAHASSEE, FLORIDA 32302-1867

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THOMAS P. VICCHIO

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(913) 688-1251

**FILED**  
**55 JUN 15 PM 4:05**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**P95000029/45**  
JUN 13 1995

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

RE: Amendment to Articles of Incorporation - Party People, Inc.

Ladies and Gentlemen:

I have enclosed an executed original and one photocopy of an amendment to the articles of incorporation of the above-named Florida corporation. Please file the amendment, and have an acknowledgement copy of the amendment returned to me after the filing is complete.

I have enclosed my firm's check in the amount of \$35.00, drawn payable to the Florida Secretary of State to cover the filing fee.

Please telephone me if there are additional charges, and I will promptly have a check forwarded to you.

Thank you for your service.

100001514501  
-06/15/95--01102--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gregory Deal GAVE  
AUTHORIZATION BY PHONE TO ADD  
CORRECT PREP. SIGNED / DATE  
DATE 6/23/95 OF HOUTIN  
DOC. EXAM. DC  
GRD/msk  
157.1253  
Enclosures  
cc: Mr. Lawrence E. Ross

Sincerely yours,

ROSS, WILLIAMS & DEAL, P.A.

Gregory R. Deal  
Gregory R. Deal

Amendment  
6/23/95  
DC



**FIRST AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
PARTY PEOPLE, INC.**

**FILED**  
96 JUN 15 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons serving as and constituting all of the members of the Board of Directors of Party People, Inc., two of whom, upon issuance of the shares of the corporation, will also constitute one hundred percent (100%) of the shareholders of Party People, Inc., hereby adopt the following amendment to the Articles of Incorporation of this corporation. The amendment was adopted on May 26, 1995.


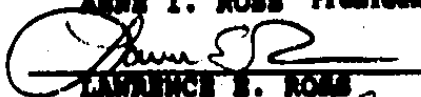


**ARTICLE V. AUTHORIZED SHARES**

The first sentence of Article V of the Articles of Incorporation of Party People, Inc., is superseded and amended to read as follows:

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having no par value per share.

As hereby amended all provisions of the Articles of Incorporation remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this First  
Amendment to Articles of Incorporation this 26 day of MAY, 1995.

  
ANNE I. ROSS President  
  
LAWRENCE E. ROSS  
  
TERESE R. ARRINGTON  
  
CLINT ARRINGTON