

P96000028832

THE PAPER WHOLESALER, INC.

Bonnie S. Lynn
Director
Research & Development

March 21, 1996

Via Fed Ex: 9597934382

95 MAR 23 09:00 AM
FAX 905/851-0350
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
New Filing Department
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
3-20-96

200001756932
-03/26/96--01036--007
****122.50 ****122.50

Re: PARTY WHOLESALER CATALOG CO.

To Whom It May Concern:

Enclosed herein please find the following documentation for incorporation of PARTY WHOLESALER CATALOG CO. with an effective date of March 20th, 1996:

- (1) Two (2) originals and one (1) copy of the Articles of Incorporation.
- (2) A check in the amount of \$122.50 representing the filing fee, designation of registered agent, and a certified copy of the Articles of Incorporation.
- (3) One (1) original and one (1) copy of the Designation of Registered Agent.
- (4) Two (2) originals of a release of reservation #R95000005531 from M. B. Perez in favor of the undersigned for the name PARTY WHOLESALER CATALOG CO.
- (5) One (1) copy of the letter number 295A00053196 dated 12/7/95 from the Florida Department of State to M. B. Perez advising to enclose a copy of the reservation letter if someone else submits the document for filing.

Please send a stamped copy of the Articles of Incorporation to:

B. S. Lynn
The Paper Wholesaler
17800 Northeast 5th Avenue
Miami, Florida 33162
Daytime Phone: (305) 651-6900 ext. 207 or (305) 935-5225

Thank you for your cooperation.

Very truly yours,

B. S. Lynn
B. S. Lynn
enclosures

Bonnie Lynn
add principal address
PK
4/15/96

20 March, 1996

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

Re: Reservation # R95000005531
 Party Wholesaler, Inc.

Gentlemen:

Please release the name "Party Wholesaler, Inc." so that the following person can use the name "Party Wholesaler" to incorporate "Party Wholesaler Catalog Co.":

B. S. Lynn
c/o The Paper Wholesaler, Inc.
17800 N.E. 5th Avenue
Miami, FL 33162

Very truly yours,



M. B. Perez
260 Park Avenue
League City, TX 77573
Tel: (800) 283-0002 or (713) 338-2000

ARTICLES OF INCORPORATION
OF
PARTY WHOLESALER CATALOG CO.

FILED
96 MAR 25 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

EFFECTIVE DATE

The name of the corporation is PARTY WHOLESALER CATALOG CO.

3-20-96

ARTICLE II
DURATION

This corporation shall be effective as of the 20th day of March, 1996 and shall have perpetual existence commencing on the date of the filing of these articles with the Department of State.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:
17800 Northeast 5th Avenue
Miami, Florida 33162
and the name of the initial registered agent of this corporation at that address is:
B. S. Lynn

The principal address is the same as the registered office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation. The name and address of the initial director is:

B. S. Lynn

17800 Northeast 5th Avenue, Miami, Florida 33162

ARTICLE VII
INCORPORATOR

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

B. S. Lynn

17800 Northeast 5th Avenue, Miami, Florida 33162

ARTICLE VIII
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE X
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation effective as of the 20th day of March, 1996.

B. S. Lynn

B. S. Lynn, Incorporator

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 807.0501 or 817.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGN-
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: PARTY WHOLESALER CATALOG CO.

2. The name and address of the registered agent and office is:

B. S. Lynn

17800 Northeast 5th Avenue (Name)

Miami, Florida 33162 (P.O. Box not acceptable)

(City/State/Zip)

Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby accept
the appointment as registered agent and agree to act in this capacity. I further agree
to comply with the provisions of all statutes relating to the proper and complete perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.

B. S. Lynn

(Signature)

March 20, 1996

(Date)

P96000028832

16 December, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment to Articles of Incorporation
Party Wholesaler Catalog Co.

Gentlemen:

800002097398--0
-02/25/97--01135--004
*****96.25 *****96.25

Enclosed are:

1. A completed Articles of Amendment to Articles of Incorporation of Party Wholesaler Catalog Co.
2. Our check #4394 of \$96.25 for payment of the filing fee, certified copy of the amendment, and certificate of status

Please process the name change.

Very truly yours,

Party Wholesaler Catalog Co.

by *[Signature]*
Authorized Officer

P. O. Box 1414
League City, TX 77574
Tel: (800) 283-0002

Via FedEx # 2771600473

Complete ✓
Linda

Yvonne P. [Signature] GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Change to Amendment*
DATE *2/26/97*
DOC. EXAM *Linda*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 25 PM 3:33

FILED

amendment's authorized by directors

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

97 FEB 25 PM 3:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Party Wholesaler Catalog Co.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The name of the Corporation shall be changed to "Party Wholesaler Corporation"

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: December 16, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)


- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 16th of December, 19 96

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

A.R. Falcon

Typed or printed name

Director

Title