

THE PAPER WHOLESALER, INC.

Bonnie S. Lynn
Director
Research & Development

March 21, 1996

96 MAR 25 09:11:00
FAX (305) 651-6306

Via Fed Ex: 96 MAR 25 09:11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

100001756931
-03/26/96--01036--006
****122.50 ****122.50

Re: PARTY SERVICES COMPANY

To Whom It May Concern:

EFFECTIVE DATE

3-20-96

Enclosed herein please find the following documentation for incorporation of PARTY SERVICES COMPANY 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 #R96000001002 from M. B. Perez in favor of the undersigned for the name PARTY SERVICES COMPANY.
- (5) One (1) copy of the letter number 396A00008289 dated 2/26/96 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

AUTHORIZATION BY PHONE TO

CORRECT *add principal*
add address

PK

3/25/96

20 March, 1996

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

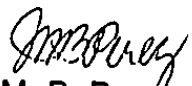
Re: Reservation # R96000001002
 Party Services, Inc.

Gentlemen:

Please release the name "Party Services, Inc." so that the following person can use the name "Party Services" to incorporate "Party Services Company":

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 SERVICES COMPANY

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is PARTY SERVICES COMPANY.

FILE DATE

ARTICLE II

DURATION

3-20-96

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.

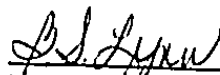
ARTICLE IX
INDEMNIFICATION

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, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PARTY SERVICES COMPANY

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 performance 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)