

SECRET
DIRECTOR
& DAVIS

Edward H. Davis, Jr.
100 North Brevard Boulevard
Tallahassee, Florida 32301-2998
(904) 222-2300
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June 17, 1996

96000053200

Edward H. Davis, Jr., P.A.
305 577 7014

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

Re: The Perfect Party Place, Inc.
Articles of Incorporation

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****122.50 ****122.50

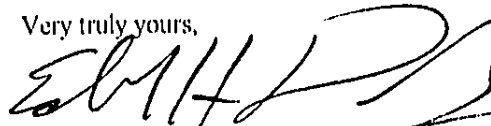
Dear Sir/Madam:

Enclosed please find Articles of Incorporation (together with photocopy of same) for The Perfect Party Place, Inc. Also enclosed is a check in the amount of \$122.50 representing filing fee, designation of registered agent fee and fee for certified copy.

Kindly return the certified copy to the attention of the undersigned at your earliest convenience.

Your attention to the above is appreciated.

Very truly yours,



Edward H. Davis, Jr., P.A.

FILED
96 JUN 20 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

MLA9510/75227-1

JUN 21 1996

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ARTICLES OF INCORPORATION
OF
THE PERFECT PARTY PLACE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is THE PERFECT PARTY PLACE, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office address is not known at this time. The corporation's mailing address is c/o Edward H. Davis, Jr., P.A., 200 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State.

ARTICLE IV
NATURE OF BUSINESS

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

ARTICLE V
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 10,000 shares of Common Stock of a par value of \$1.00 per share.

Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Edward H. Davis, Jr., P.A. The street address of the initial registered office of the corporation in the State of Florida is 200 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than one.

The names and addresses of the initial members of the Board of Directors are as follows:

Kateri M. Davis, c/o 200 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VIII

INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is Edward H. Davis, Jr., P.A., 200 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of June, 1996.

EDWARD H. DAVIS, JR., P.A.

By: 

Edward H. Davis, Jr., President

CERTIFICATE OF REGISTERED AGENT
OF
THE PERFECT PARTY PLACE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


That **THE PERFECT PARTY PLACE, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the County of Dade, State of Florida, has named Edward H. Davis, Jr., P.A., located at 200 S. Biscayne Boulevard, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with all statutes relating to the proper and complete performance of all required duties, and is familiar with and accepts the obligations of the position as registered agent under Section 607.0505, Florida Statutes.

Dated this 18th day of June, 1996.

EDWARD H. DAVIS, JR., P.A.

By: 
Edward H. Davis, Jr., P.A., President