

P96000056183

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

F. ONESSER JUL 3 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7-2-96		
TIME	5:00		CK No. _____
BY	CD		

WALK-IN  
Will Pick Up \_\_\_\_\_

RE: Party Outline  
Brevard, Inc.

Capital Express™  
☒ Art. of Inc. File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☒ Foreign Corp. File  
☐ ( ) Cert. Copy(s)

☐ Art. of Amend. File  
☐ Dissolution/Withdrawal  
☐ C U S-  
☐ Fictitious Name File

☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing

☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval

☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s, \_\_\_\_\_ Copies  
☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prep.  
☐ FAX ( ) pgs.

**SUBTOTALS**

FEE.....  
DISBURSED.....  
SURCHARGE.....  
TAX on corporate supplies.....  
SUBTOTAL.....  
PREPAID.....  
BALANCE DUE.....

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

No. 52602  
FILED  
DISBURSED

500001883295  
-07/03/96--01048--001  
\*\*\*\*122.50 \*\*\*\*122.50

RECEIVED  
JUL 3 1996  
11:40 AM  
DIVISION OF CORPORATION

# **ARTICLES OF INCORPORATION**

**OF**

**Party Outlet of Brevard, Inc.**

FILED  
96 JUL -3 AM 9:26  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

## **ARTICLE I: NAME**

The name of the corporation is **Party Outlet of Brevard, Inc.**

## **ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is 15141 71st Drive North, Palm Beach Garden, FLA 33418.

## **ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares having no par value.

#### **ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### **ARTICLE V: INCORPORATOR**

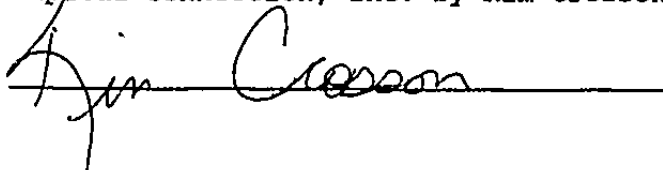
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### **ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The name and address of the initial Board of Directors of the corporation is Bonnie Levine Waznak Alvarez, 15141 71st Drive North, Palm Beach Garden, FLA 33418.

The undersigned has executed these Articles of Incorporation this 2nd day of July 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

A handwritten signature in cursive script, appearing to read "Kim Crosson", is written over a horizontal line.

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

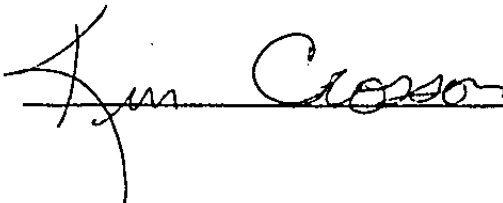
FILED  
96 JUL -3 AM 9:28  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statute, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is **Party Outlet of Brevard, Inc.**
  
2. The name and address of the registered agent and office is **Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.**

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.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

  
\_\_\_\_\_

CHAPIN, ARMSTRONG & BALLERANO

ATTORNEYS AT LAW

1201 GEORGE BUSH BOULEVARD

DRUMHAY BRANCH, FLORIDA 32440-7000

TELEPHONE (861) 878-1225

TELECOPIER (861) 878-4448

ROBERT D. CHAPIN \*  
DAVID G. ARMSTRONG \*  
JAMES A. BALLERANO, JR.

\* CERTIFIED BY FLORIDA BAR  
WILLS, TRUSTS AND ESTATES

LEGAL ASSISTANTS

FAYE A. WILLIAMS  
CYNTHIA C. BEAMAN  
SUSAN M. MANIBCALCO

P96000056183  
April 7, 1997

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED  
P-913-010-854**

Florida Secretary of State  
P. O. Box 6327  
Tallahassee, Florida 32314

500002139895--8  
-04/10/97--01117--003  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Re: Change of Registered Agent:

Bonzai Development Corp.  
Party Outlet of Brevard, Inc.

Dear Sir or Madam:

Enclosed please find our Statements of Change of Registered Office or Registered Agent or Both for Corporations for the above-referenced corporations. Also enclosed is our check in the amount of \$70.00 representing the fee for the change in registered agent. We look forward to receiving your acknowledgement at your earliest convenience.

If you have any questions or require any additional information, please do not hesitate to call.

Sincerely yours,

*Linda L. Mullins*

Linda L. Mullins  
Secretary to James A. Ballerano, Jr.

/lm  
Enclosures

FILED  
97 APR 10 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PA Change  
04/15/97  
DZ

Florida Department of State, Sandra B. Morham, Secretary of State

# STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1509, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: PARTY OUTLET OF BREVARD, INC.

1b. The mailing address of the corporation is: 4833 Okeechobee Boulevard  
West Palm Beach, FL 33417

1c. Date of incorporation: 7/3/96 Document number: P96000056183

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

Capital Connection  
417 E. Virginia St., Suite 1  
Tallahassee, FL 32302

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Bonnie Levine Waznak Alvarez  
c/o The Party Outlet  
4833 Okeechobee Boulevard  
West Palm Beach, FL 33417

FILED  
97 APR 10 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

x Bonnie Levine Waznak Alvarez 4/1/97  
(Signature of an officer, chairman or vice chairman of the board) (Date)  
x Bonnie L. Waznak-Alvarez Pres  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

x Bonnie Levine Waznak-Alvarez 4/1/97  
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Bonnie Levine Waznak-Alvarez Pres.  
(Typed or Printed Name) (Capacity)

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

CHAPIN, ARMSTRONG & BALLERANO

ATTORNEYS AT LAW

1801 GEORGE BUSH BOULEVARD  
DELMAY BEACH, FLORIDA 33409-7800  
TELEPHONE (800) 878-1225  
TELECOPIER (800) 878-4442

ROBERT D. CHAPIN \*  
DAVID G. ARMSTRONG \*  
JAMES A. BALLERANO, JR.

\* CERTIFIED BY FLORIDA BAR  
WILLS, TRUSTS AND ESTATES

LEGAL ASSISTANTS

FAYE A. WILLIAMS  
CYNTHIA C. BEAMAN  
SUSAN M. MANIBALCO

P96000056183  
April 7, 1997

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**  
**P-913-010-854**

Florida Secretary of State  
P. O. Box 6327  
Tallahassee, Florida 32314

500002133895--8  
-04/10/97--0117--003  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Re: Change of Registered Agent:

Bonzai Development Corp.  
Party Outlet of Brevard, Inc.

Dear Sir or Madam:

Enclosed please find our Statements of Change of Registered Office or Registered Agent or Both for Corporations for the above-referenced corporations. Also enclosed is our check in the amount of \$70.00 representing the fee for the change in registered agent. We look forward to receiving your acknowledgement at your earliest convenience.

If you have any questions or require any additional information, please do not hesitate to call.

Sincerely yours,

*Linda L. Mullins*

Linda L. Mullins  
Secretary to James A. Ballerano, Jr.

/lm  
Enclosures

FILED  
97 APR 10 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PA Change  
04/15/97  
DZ

Florida Department of State, Sandra B. Mortham, Secretary of State

# STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: PARTY OUTLET OF BREVARD, INC.

1b. The mailing address of the corporation is : 4833 Okeechobee Boulevard  
West Palm Beach, FL 33417

1c. Date of Incorporation: 7/3/96 Document number: P96000056183

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

Capital Connection  
417 E. Virginia St., Suite 1  
Tallahassee, FL 32302

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Bonnie Levine Waznak Alvarez  
c/o The Party Outlet  
4833 Okeechobee Boulevard  
West Palm Beach, FL 33417

FILED  
97 APR 10 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Bonnie Levine Waznak Alvarez 4/1/97  
(Signature of an officer, chairman or vice chairman of the board) (Date)

Bonnie L. Waznak-Alvarez Pres  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Bonnie Levine Waznak-Alvarez 4/1/97  
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Bonnie Levine Waznak-Alvarez Pres.  
(Typed or Printed Name) (Capacity)



P9600056183

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

THE PARTY OUTLET OF MELBOURNE, INC., a Florida corporation, document  
number L11794

INTO

**PARTY OUTLET OF BREVARD, INC., a Florida corporation, P96000056183**

File date: September 30, 1997

Corporate Specialist: Karen Gibson

**CAPITAL CONNECTION, INC.**

417 B. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 Fax (850) 222-1222

P96000056183

600002307646--0  
-09/30/97--01040--012  
\*\*\*\*122.50 \*\*\*\*122.50

The Party Outlet of  
Melbourne, Inc.

Merger  
9/30

Signature \_\_\_\_\_

Requested by: Wen

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- \_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- ✓ \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ✓ \_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_ Courier \_\_\_\_\_

FILED  
97 SEP 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 SEP 30 AM 10:50  
DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
OF  
THE PARTY OUTLET OF MELBOURNE, INC., a Florida Corporation,  
into  
PARTY OUTLET OF BREVARD, INC., a Florida Corporation,

FILED  
97 SEP 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER/SHARE EXCHANGE between THE PARTY OUTLET OF MELBOURNE, INC., a Florida corporation ("MELBOURNE") and PARTY OUTLET OF BREVARD, INC., a Florida corporation ("BREVARD").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") MELBOURNE and BREVARD adopt the following Articles of Merge:

1. The Agreement and Plan of Merger dated as of September 30, 1997 ("Plan of Merger"), between MELBOURNE and BREVARD was approved and adopted by the shareholders of MELBOURNE on September 26, 1997 and was adopted by the shareholders of BREVARD on September 26, 1997.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of MELBOURNE's stock will be acquired by means of a merger of MELBOURNE into BREVARD with BREVARD being the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be midnight on September 30, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 26 day of September, 1997.

ATTEST:

By:   
(Corporate Seal)

PARTY OUTLET OF BREVARD, INC., a Florida corporation

By:   
President

ATTEST:

By:   
(Corporate Seal)

THE PARTY OUTLET OF MELBOURNE, INC., a Florida corporation

By:   
President

## PLAN OF MERGER

Merger between PARTY OUTLET OF BREVARD, INC., (the "Surviving Corp.") and THE PARTY OUTLET OF MELBOURNE, INC., (the "Disappearing Corp."), (collectively the "Constituent Corporations") dated September 26, 1997. This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 1.667 shares of common stock of Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. [Intentionally omitted.]

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be September 30, 1997.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in

whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

ATTEST:

By: James A. June  
(Corporate Seal)

PARTY OUTLET OF BREVARD, INC., a Florida corporation

By: Barrie W. Williams  
President

ATTEST:

By: James A. June  
(Corporate Seal)

THE PARTY OUTLET OF MELBOURNE, INC., a Florida corporation

By: Barrie W. Williams  
President