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LAW OFFICE
RICHARD GOLDSTONE, P.A.

2301 WEST SAMPLE ROAD
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November 14, 1996

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

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Attention: Charter Section

Re: Articles of Incorporation of
BALLOON AFFAIRS, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation with regard to the above-named Florida corporation, together with a copy thereof to be certified.

Also enclosed is our firm's check number 2790 in the amount of \$122.50 to cover the cost of the filing fee, Registered Agent Designation, and a certified copy of the Articles for said corporation. Kindly forward the certified copy back to this office at your earliest convenience.

Thanking you in advance for your attention to this matter, I am

Yours very truly,

Richard Goldstone

RICHARD GOLDSTONE, P.A.

NOV 25 1996 BSB

FILED
96 NOV 20 PM 3:14
STATE
TALLAHASSEE, FLORIDA

RG/jc
Enclosures: as stated

FILED

96 NOV 20 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BALLOON AFFAIRS, INC.

ARTICLE I

NAME

The name of the corporation shall be:

BALLOON AFFAIRS, INC.

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be: Preparation of gift baskets and balloons, and sales at retail and wholesale of baskets, balloons and other giftware items, and all manner of services in connection therewith.

In addition: The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall consist of One Thousand (1,000) Shares of Common Stock having a par value of One Dollar (\$1.00) each.

The stock of the corporation shall be issued for such consideration as may be determined by its Board of Directors. Shareholders shall have no preemptive rights. Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy-sell contracts or any other lawful forms of agreement.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial Registered Agent and Registered Office are: Richard Goldstone, P.A.
2301 West Sample Road
Building 3, Suite 3-A
Pompano Beach, FL 33073

Acknowledgment and Consent of Registered Agent:

Having been named Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

Richard Goldstone
Richard Goldstone Esquire
Registered Agent (President)

ARTICLE V

INITIAL BOARD OF DIRECTORS

The name and address of the initial member of the first Board of Directors is:

Joan Fowler
4223 N.W. 66th Drive
Coconut Creek, Florida 33073

The business of the corporation shall be managed by a Board of Directors consisting of one (1) director. The number of directors may be increased or diminished from time to time in accordance with the By-Laws.

ARTICLE VI

BY-LAWS

The Board of Directors or the shareholders may adopt, amend, alter or repeal By-Laws of the corporation. The By-Laws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify any Director or Officer, and shall have the power to indemnify any Employee, Agent or other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was or is acting on behalf of, or at the

request of the corporation. Such indemnification may take the form of court costs, attorneys' fees or other expenses incurred by such person involved in such action, suit or proceeding.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted subject to this reservation.

ARTICLE IX

INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is:

Joan Fowler
4223 N.W. 66th Drive
Coconut Creek, Florida 33073

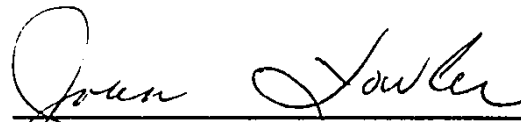
ARTICLE X

PRINCIPAL OFFICE

The principal office of the corporation shall be located at:

10722 Wiles Road
Coral Springs, Florida 33076

IN WITNESS WHEREOF, I have set my hand and seal this 12th
day of November, 1996.


Joan Fowler

STATE OF FLORIDA }
 ss.:
COUNTY OF BROWARD }

THE FOREGOING INSTRUMENT was acknowledged before me this
12 day of November, 1996, by Joan Fowler, who is personally
known to me and did take an oath, and who acknowledged that she is
the person who executed the foregoing Articles of Incorporation.

(SEAL)



Richard Goldstone
MY COMMISSION # CC330808 EXPIRES
November 18, 1997

Richard Goldstone
Signature of Notary Public

Richard Goldstone
Printed name of Notary Public