

PA6000097763

TRACY H. POE
305-464-4672
144 BAYVIEW DR
SILAMORADA, FL 33036

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Filing -- \$122.50

Dear Sirs:

Please return a certified
copy in stamped addressed
envelope to me.

Thank you
Tracy Poe

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 27 AM 10:11

on 12/1/96

ARTICLES OF INCORPORATION

OF

POPCORN EXPLOSION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV 27 AM 10:11

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is POPCORN EXPLOSION, INC., the principal office of the corporation is 144 Bayview Drive, Islamarada, Florida. The mailing address of the corporation is the same.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in is to sell retail party supplies and all such other lawful business as permitted by law.

FOURTH: The corporation shall be authorized to issue 2,000 shares at a par value of \$1.00 per share.

FIFTH: The initial address in Florida of the initial registered office of the corporation is 144 Bayview Drive, Islamarada, Florida 33036, and the name of the initial registered agent at such address is Tracy Bolesky.

SIXTH: The initial board of directors shall consist of one member. Members of the Board of Directors need not be residents of Florida or shareholders of the corporation.

SEVENTH: The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until successors shall have been elected and qualified are as follows:

Tracy Bolesky
144 Bayview Drive
Islamarada, Florida 33036

EIGHTH: The name and address of the initial incorporator is as follows:

Tracy Bolesky
144 Bayview Drive
Islamarada, Florida 33036

NINTH: The shareholders shall have the power to adopt, amend, alter, and change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock, with the exception of Article Ten, which shall require unanimous vote for change.

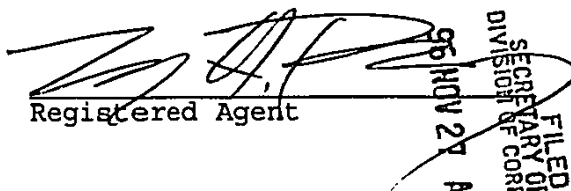
TENTH: Stock may not be transferred without prior written corporate approval in accord with provisions of its by-laws.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the share of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any stockholder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS THEREOF, the undersigned has made and subscribed these articles of incorporation at Naples, Florida on the 25 day of November, 1996.


Incorporator

The undersigned does hereby accept appointment as registered agent for this corporation.

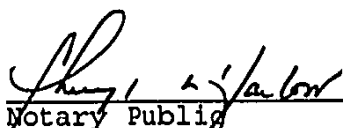

Registered Agent

STATE OF FLORIDA
COUNTY OF ~~GOLTER~~ MONROE

Before me, the undersigned authority, personally appears TRACY BOLESKY, who is to me well-known to be the person described in and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at ~~Naples~~ Monroe in said County and State this 25th day of November, 1996.




Notary Public
My Commission Expires: