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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H97000000076 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: GROUPS & PARTIES, INC.

AUDIT NUMBER.....H97000000076

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SEC. OF STATE
TALLAHASSEE, FLORIDA

Done
1/3/97

01/02/97

16:15

NO.235 082

01/02/1997 13:44

FROM KENNETH G KRONOWITZ CPA

TO 13035529391

P.02

H97000000076

**CERTIFICATE OF INCORPORATION
OF**

GROUPS & PARTIES, INC.

We, the undersigned, hereby make, subscribe and acknowledge this Certificate for the purpose of becoming a corporation under the Laws of the State of Florida.

ARTICLE 1- NAME ADDRESS AND DURATION

The name of the corporation shall be:

GROUPS & PARTIES, INC.

its address will be: 9000 W. SHERIDAN ST. #144
PEMBROKE PINES, FL 33024

and its existence shall be perpetual.

ARTICLE 2-PURPOSE

The general nature of the business to be transacted shall be: PARTIES, GAMES-GROUPS AND INDIVIDUALS and to invest in property of any kind, operate businesses, lend money, and to have all other powers provided by the laws of the State of Florida.

ARTICLE 3-CAPITAL STOCK

The Capital Stock of the corporation shall consist of Five Hundred (500) Shares, One and no/100(\$1.00)Dollar par value voting shares designated Class A. Five Hundred (500) Shares, One and no/100(\$1.00)Dollar par value. non-voting shares designated Class B. Both classes of stock shall have equal status in all other regards.

ARTICLE 4- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9000 W. SHERIDAN ST. #109
PEMBROKE PINES, FL 33024

and the name of the initial agent of this corporation at that address is KENNETH G. KRONOWITZ.

ARTICLE 5-INITIAL BOARD OF DIRECTOR

This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than

Prepared by: Kenneth G. Kronowitz
9000 West Sheridan St. #144
Pembroke Pines, Fl 33024
(954) 436-7380

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01/02/1997 13:44 FROM KENNETH G KRONOWITZ CPA TO 13055929591

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ONE (1) and the name(s) and address(es) of the initial
director(s) of this corporation is(are)

Name KENNETH G. KRONOWITZ
9000 W. SHERIDAN ST. #144
PEMBROKE PINES, FL 33024

ARTICLE 6-INCORPORATION

The name and address of the person signing these
articles is: KENNETH G. KRONOWITZ
Address 9000 W. SHERIDAN ST. #144
Address PEMBROKE PINES, FL 33024

ARTICLE 7-AMENDMENT

This corporation reserves the right to amend or repeal any
provisions contained in these Articles of Incorporation, or
any amendment hereto, and any right conferred upon the
shareholders is subject to this reservation.

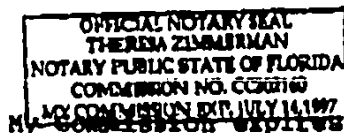
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER has executed
these Articles of Incorporation this ✓ day of January
1997

Kenneth G. Kronowitz
SUBSCRIBER

STATE OF FLORIDA)
)SS:
COUNTY OF DECATUR)

Before me, a NOTARY PUBLIC authorized to take acknowledg-
ments in the State and County set forth above, personally
appeared KENNETH G. KRONOWITZ, known to me and known
by me to be the person who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed
those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid
this 2ND day of JANUARY, 1997



Theresa Zimmerman
NOTARY PUBLIC, State of Florida
at Large.

I ACCEPT APPOINTMENT AS REGISTERED AGENT OF THE CORPORATION.

Kenneth G. Kronowitz

H9700000076