

TRANSMITTAL LETTER

TUENHOFER 130227Z--A
-04/03/37--01038--004
****131.25 ****131.25

(Proposed corporate name - must include suffix)

FILED
97 APR -3 PM 3:45
FBI - MEMPHIS

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED

97 APR -3 PM 3:45

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

TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

PLANET HALLOWEEN INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1650 ARABIAN DR
LOXAHATCHEE, FL 33470

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

1650 ARABIAN DR
LOXAHATCHEE FL 33470

KEN DALSGAARD

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

DIEGO VELAZQUEZ
22194 SW 62ct
BOCA RATON FL 33428


KEN DALSGAARD
1650 ARABIAN DR
LOXAHATCHEE FL 33470

~~SUE DALSGAARD~~ SUSANNE DALSGAARD
9695 W LAKE CT.
BOCA RATON FL 33434

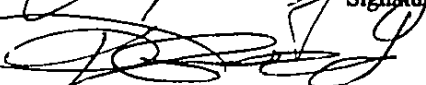
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29 day of MARCH, 19 97.

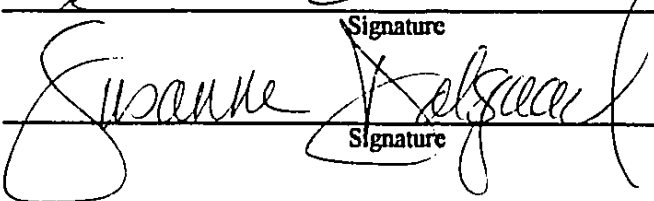
(An additional article must be added if an effective date is requested.)



Signature



Signature



Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

FILED
97 APR -3 PM 3:45
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is PLANET HALLOWEEN INC.

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

KEN DALSGAARD

(NAME)

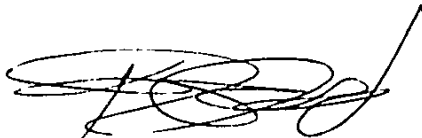
1650 ARABIAN DRIVE

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

LOXAHATCHEE FL 33470

(CITY/STATE/ZIP)

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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

3-29-97

(DATE)