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J. ROSS MACBETH
ATTORNEY AND COUNSELOR AT LAW
LAKEVIEW PROFESSIONAL BUILDING
2543 U.S. 27 SOUTH
SEBRING, FLORIDA 33870

FILED

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TELEPHONE (941) 385-7000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FACSIMILE (941) 385-7011

April 11, 1997

Florida Department of State
Corporate Records
Domestic Filing Section
P.O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32314

RE: ARTICLES OF INCORPORATION
1- 800-PARTYSHOP, INC.

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-04/15/97--01015--008
*****70.00 *****70.00

Dear Madam/Sir:

Enclosed are Articles of Incorporation for the above-referenced corporation. I have also enclosed a check in the amount of \$70.00 for the filing fee and registered agent fee. Enclosed is an extra copy of the Articles of Incorporation and a self addressed, stamped envelope. I would appreciate your providing me with a file stamped copy of the Articles of Incorporation.

Please contact me if you have any questions.

Sincerely yours,



J. Ross Macbeth

JRM/lm
Enclosures

fitch4.sec

341/16/97

**ARTICLES OF INCORPORATION
OF**

1- 800-PARTYSHOP, INC.

The undersigned hereby establishes this Corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I. CORPORATE NAME

The name of this Corporation shall be:

1-800-PARTYSHOP, INC.

ARTICLE II. NATURE OF BUSINESS

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statutes or by these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which may be issued by this Corporation is ONE HUNDRED THOUSAND (100,000) shares with no par value, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the stockholders at a meeting called for that purpose.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of said Corporation is: 2543 U.S. 27 South, Sebring, Florida 33870, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The address at which service of process upon said Corporation within this State shall be made is 2543 U.S. 27 South, Sebring, Florida 33870. J. ROSS MACBETH, ESQ., is hereby designated as the Registered Agent of the Corporation, with address as aforesaid.

ARTICLES VI. CORPORATE EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VII. INCORPORATORS

The name and mailing address of the incorporator is:

J. Ross Macbeth
2543 U.S. 27 South
Sebring, FL 33870

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. ADDITIONAL POWERS

In addition to the powers hereinabove enumerated, the Corporation shall have all the of the general and additional powers set forth in the Florida General Corporation Act, without limitation; the expressed powers herein set forth shall not be deemed a limitation or denial of such general or additional powers.

ARTICLE X. INDEMNIFICATION

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (1995), or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine

(including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

- (1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) A transaction from which the director or officer derived an improper benefit;
- (3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes (1995), would subject a director to liability; or
- (4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

C. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Corporation or other enterprise against any liability, whether or not the Corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person (including a shareholder of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- (1) The director breached or failed to perform his duties as a director; and
- (2) The director's breach of, or failure to perform, those duties constitutes:
 - (a) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops

that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

- (b) A transaction from which the director derived an improper personal benefit;
- (c) A circumstance under which Section 607.0834, Florida Statutes (1995), would subject the director to liability;
- (d) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or
- (e) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE XI. LIABILITY

The private property of the Stockholder shall not be subject to payment of Corporate debts to any extent whatsoever.

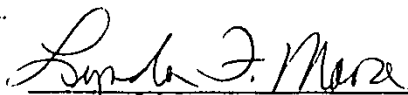
IN WITNESS WHEREOF, I have hereunto set my hand and seal to these presents, this 11th day of April, 1997.



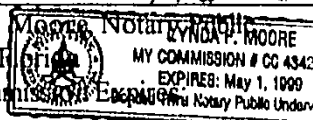
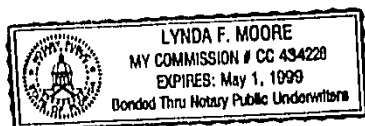
J. Ross Macbeth, Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing **ARTICLES OF INCORPORATION OF 1- 800-PARTYSHOP, INC.,** was acknowledged before me this 11th day of April, 1997, by J. Ross Macbeth, who is personally known to me and who did not take an oath.




Lynda F. Moore, Notary Public
State of Florida
My Commission # CG 43422
EXPIRES: May 1, 1999



ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby state that I am familiar with, and agree to accept, the obligations of that position, including, but not limited to the provisions of Florida Statutes relative to keeping open said office.



J. Ross Macbeth, Registered Agent

Prepared by:

J. Ross Macbeth, Esq.
2543 US 27 South
Sebring, Florida 33870
(941) 385-7600
fitch2.inc

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