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January 14, 1998

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

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-01/21/98--01039--002  
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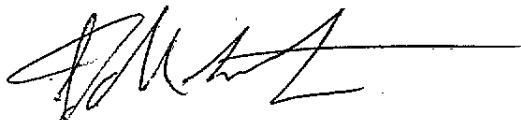
**RE: CERTIFICATE/RESTATED ARTICLES OF INCORPORATION  
1- 800-PARTYSHOP, INC.**

Dear Madam/Sir:

Enclosed is an original Certificate and Restated Articles of Incorporation for the above-referenced corporation. I have also enclosed a check in the amount of \$35.00 for the filing fee. Enclosed is an extra copy of the Certificate and Restated Articles of Incorporation and a self addressed, stamped envelope. I would appreciate your providing me with a file stamped copy of the Certificate and Restated Articles of Incorporation.

Please contact me if you have any questions.

Sincerely yours,

  
J. Ross Macbeth

JRM/lm  
Enclosures

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FILED  
98 JAN 21 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TLE JAN 22 1998

1-800-PARTYSHOP, INC.

**CERTIFICATE**

This Certificate is made with respect to the Restated Articles of Incorporation of 1-800-PARTYSHOP, INC., a Florida corporation, being filed with the Florida Department of State.

FILED  
98 JAN 21 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of Section 607.1007, Florida Statutes, this corporation adopts the attached RESTATED ARTICLES OF INCORPORATION.*

**FIRST:** The attached RESTATED ARTICLES OF INCORPORATION contain amendments to the Articles of Incorporation requiring Shareholder approval. The Articles amended are Articles III, IV, VIII, and IX. The Articles added are Articles XII and XIII. The text of those Articles are in the attached RESTATED ARTICLES OF INCORPORATION.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: NOT APPLICABLE

**THIRD:** The date of each amendment's adoption: The attached RESTATED ARTICLES OF INCORPORATION were adopted by Michael D. Fitch as Sole Director and Sole Shareholder of the corporation on January 14, 1998.

**FOURTH:** Adoption of amendments:

The RESTATED ARTICLES OF INCORPORATION was approved by the Sole Shareholder. The number of shares cast for the RESTATED ARTICLES OF INCORPORATION was sufficient for approval.

Signed this 14<sup>th</sup> day of January, 1998.

BY: \_\_\_\_\_

Michael D. Fitch, President

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**RESTATED 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 TEN MILLION (10,000,000) shares with no par value, all of which shall be common stock and shall be fully paid and non-assessable.

**ARTICLE IV. PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of said Corporation is: 13300 U.S.Highway 98, 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.

## **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 Restated Articles of Incorporation may be amended only by the shareholders voting sixty percent (60%) or more of the votes of the shareholders entitled to be cast on the amendment.

## **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 Business 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.

#### **ARTICLE XII. VOTING BY SHAREHOLDERS**

A. All shareholders are entitled to cumulate their votes for directors.

B. These Restated Articles of Incorporation and the bylaws may be amended only by the shareholders voting sixty percent (60%) or more of the votes of the shareholders entitled to be cast on the amendment.

C. Except as provided in paragraphs A and B of this Article, shareholders entitled to vote on a matter may take action on that matter only if a quorum of those shareholders exists with respect to that matter. The presence of sixty percent (60%) of the votes entitled to be cast by the shareholders on a matter constitutes a quorum of the shareholders for action on that matter, and action on the matter by the shareholders is approved if approved by not less than sixty percent (60%) of the votes cast on that matter.

#### **ARTICLE XIII. DIRECTORS**

A. The board of directors shall consist of not less than three (3) nor more than nine (9) directors, the exact number to be fixed in the bylaws.

B. A quorum of the board of directors shall consist of sixty percent (60%) of the number of directors prescribed by the bylaws.

C. If a quorum is present when a vote is taken, the affirmative vote of sixty percent (60%) of the directors present is required to constitute the act of the directors.

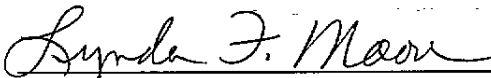
D. The board of directors may not amend these Restated Articles of Incorporation or the bylaws of the Corporation.

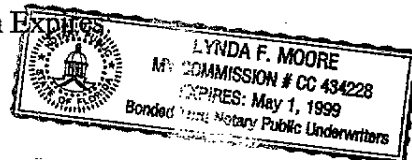
IN WITNESS WHEREOF, I have hereunto set my hand and seal to these presents, this 14<sup>th</sup> day of January, 1998.

  
Michael D. Fitch, Sole Director and Sole Shareholder

**STATE OF FLORIDA  
COUNTY OF HIGHLANDS**

The foregoing **RESTATED ARTICLES OF INCORPORATION OF 1-800-PARTYSHOP, INC.**, was acknowledged before me this 14<sup>th</sup> day of January, 1998, by Michael D. Fitch, who is personally known to me and who did not take an oath.

  
Lynda F. Moore, Notary Public  
State of Florida  
My Commission Expires



Prepared by:  
J. Ross Macbeth, Esq.  
2543 US 27 South  
Sebring, Florida 33870  
(941) 385-7600

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