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TRANSMITTAL LETTER

Department Of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

400002249234--8
-07/28/97--01106--005
*****70.00 *****70.00

SUBJECT: Southern Balloon Works, Inc.
Proposed Corporate Name

Enclosed are originals and one copy of the Articles of Incorporation, and designation of registered agent, and a check for \$70.00. Please return one copy of the articles stamped with the filing date.

FROM: Thomas F. MacNaughton
Name

970 Shadick Drive #3
Address

Orange City, FL 32763
City, State, Zipcode

904-775-3600
Area Code, Phone Number (daytime)

SECRET
DIVISION OF CORPORATIONS
97 JUL 28 PM 3:21
STATE

7-29-97
WES

ARTICLES OF INCORPORATION
OF
SOUTHERN BALLOON WORKS, INC.
(Name of Corporation)

STATE
SECRETARIAT
DIVISION
97 JUL 28 PM 3:22

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

ARTICLE 1: NAME

The name of the corporation shall be: Southern Balloon Works, Inc.

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be (give street address and zip code): 970 Shadick Drive #3, Orange City, FL 32763.

ARTICLE 3: SHARES

All stock issued by this Corporation shall be common voting stock of a single class. The number of issued shares that this corporation is authorized to have outstanding at any time is: 1000.

ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent is Thomas MacNaughton, whose registered office is located at the place of business stated in Article 2 above.

ARTICLE 5: INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are: (1) Thomas MacNaughton, 970 Shadick Drive #3, Orange City, FL 32763 and (2) Monica MacNaughton, 970 Shadick Drive #3, Orange City, FL 32763.

The undersigned incorporators have executed these Articles of Incorporation this 25 Day of JULY, 1997.


Signature


Signature

Articles of Incorporation
Filing Fee - \$35.00

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Florida law, 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/professional association is: Southern Balloon Works, Inc.
2. The name and address of the registered agent and office is:

Thomas F. MacNaughton
Full Name

970 Shadick Drive #3
Address

Orange City, FL 32763
City, State and Zip code

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SET
DIVISIONS
STATE

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 OF THE STATUTES RELATING TO PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Thomas F. MacNaughton
Signature of Registered Agent

7-25-97
Date

Designation of Registered Agent
Filing Fee - \$35.00