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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)

RECEIVED  
DIVISION OF CORPORATIONS  
97 JUL 28 PM 3:21

7-29-97  
W25

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

SECRET  
DIVISION  
97 JUL 28 PM 3:22  
STATES

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**

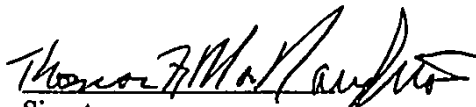
The name of the initial registered agent is Thomas MacNaughton, whose registered office is located at the place of business stated in Article 2 above.

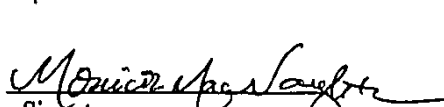
**ARTICLE 5: INCORPORATORS**

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, 19 97.

  
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

STATE  
DIVISIONS  
97 JUL 28 PM 3:22

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