

P97000066643

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March 26, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 APR - 1 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Airstar Lighting Balloons USA, Inc.
Document Number: P97000066643

500002475085-8
-04/01/98-01051-005
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed is our firm check in the amount of \$87.50; \$52.50 for the Certificate of Incorporation on the above-referenced entity and the Amended Filing Fee of \$35.00. I have enclosed for your convenience a self-addressed stamped envelope for the return of the above request documents. If you have any questions, comments or concerns, please contact me immediately.

Sincerely,

Mario A. Garcia/cs
Mario A. Garcia

MAG:cds

cc: Ralph Esteves

AM
PES
4/2

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
AIRSTAR LIGHTING BALLOONS USA, INC.**

FILED
98 APR - 1 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of AIRSTAR LIGHTING BALLOONS USA, INC., hereby certifies that on the 24 day of March, 1998, as a member of the Board of Directors and Shareholder of AIRSTAR LIGHTING BALLOONS USA, INC., by written action in lieu of a joint special meeting in accordance with the provisions of Sections 607.0821 and 607.0704, Florida Statutes, approved a resolution amending the Articles of AIRSTAR LIGHTING BALLOONS USA, INC., and that the following is a true and correct copy of said resolution:

"RESOLVED, that the Articles of Incorporation are hereby amended to read as follows:

**Article VI
Officers**

1. The affairs of the Corporation shall be managed by the President, Vice President, Secretary and Treasurer.
2. Officers shall be elected by the Board of Trustees at an annual meeting and shall take office at the beginning of the fiscal year immediately following their election and serve until their successors are duly elected and installed.
3. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Trustees are:

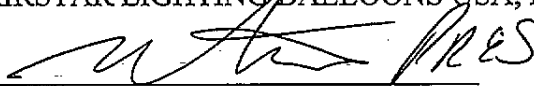
President	-	David S. Peters
Vice President	-	Dean Pritchard
Secretary	-	David S. Peters
Treasurer	-	Benoit Beylier

FURTHER RESOLVED, that the Officer of the Corporation is hereby authorized and directed to take any and all action necessary to effect such amendment."

Executed this 24 day of March, 1998.

(CORPORATE SEAL)

AIRSTAR LIGHTING BALLOONS USA, INC.


By: David S. Peters
Title: President

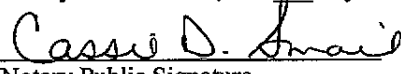
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by DAVID S. PETERS, who is personally known to me, in his capacity as President of AIRSTAR LIGHTING BALLOONS USA, INC., a Florida corporation, who acknowledged before me that he executed same on behalf of the corporation and with full corporate authority, and who did give an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 24th day of February, 1998.



CASSIE D SMAIL
My Commission CC499455
Expires Mar. 02, 1999


Notary Public Signature

Cassie D. Smail
State of Florida
My Commission Expires: 3/2/99

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