

P97000071402

June 16, 1994

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

AUDREY L. GAY
SP PRODUCTIONS, INC.
1296 Carefree Cove Drive
West Palm Beach, FL 33415

RE: SMARTY PARTY PRODUCTIONS, INC.

Gentlemen:

Enclosed herewith is an original and one copy of Articles of Incorporation for the above-captioned corporation.

Kindly file and return one certified copy of same to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Also enclosed is a check for \$122.50 to cover the cost of filing and certification.

Thank you for your prompt attention to this matter. If you have any questions please contact this office.

Very truly yours,

Audrey L. Gay

AUDREY GAY

AG:ag
Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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8-18-97
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ARTICLES OF INCORPORATION
OF
SMARTY PARTY PRODUCTIONS, INC.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be SMARTY PARTY PRODUCTIONS, INC., and is located at: 1296 Carefree Cove Drive, West Palm Beach, Florida 33415.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity of business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue 100 COMMON SHARES. The share of stock authorized shall be no par value. The consideration to be paid for each share shall be fixed at the Board of Directors.

ARTICLE IV
INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE

This Corporation's Initial Registered Agent and Registered Office is the State of Florida shall be:

AUDREY GAY
1296 Carefree Cove Drive
W. P. B., Florida 33415

ARTICLE V
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI
INITIAL DIRECTORS

The name and address of the director(s) are:

DENNIS SESSA, PRESIDENT
1302 Carefree Cove Drive
W.P.B., FL 33415

AUDREY GAY, SECRETARY
1296 Carefree Cove Drive
W.P.B., FL 33415

The member(s) of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII
INCORPORATORS

The name and address of each Incorporator executing these Articles of Incorporation is:

Audrey Gay
1296 Carefree Cove Drive
W.P.B., FL 33415

ARTICLE VIII
COMMENCEMENT DATE

Corporate existence will commence of date Articles of Incorporation are approved.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

Audrey Gay
AUDREY GAY

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared AUDREY GAY to me known to be the person described as Incorporator in the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 12th day of August, 1997.

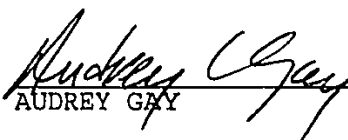


Sharon Kloszewski
Notary Public
My Commission Expires:

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates AUDREY GAY, 1296 Carefree Cove Dr., W.P.B. 33415 as Registered Agent to accept service of process within this State.


AUDREY GAY

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of law applicable to said designation.


AUDREY GAY

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