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LAW OFFICES OF

EUGENE L. MANN
12920 S.W. 81st STREET
MIAMI, FLORIDA 33183

Telephone (305) 388-8892
Fax (305) 387-9014

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September 21, 1997

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

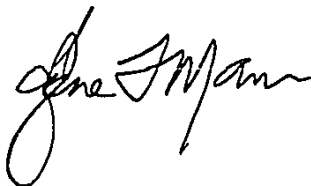
Re: Balloon Creations, Inc.

To Whom It May Concern:

Please find enclosed Articles of Incorporation of Balloon Creations, Inc. With Acceptance of Resident Agent for recording. My check in the amount of \$122.50 is enclosed herewith covering filing, registered agent designation and certified copy.

I have enclosed with the original Articles a true copy of same and would appreciate your certifying same and returning to me in the envelope so provided.

Yours very truly,



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9-26-97
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ARTICLES OF INCORPORATION

OF

BALLOON CREATIONS, INC.

ARTICLE I

The name of this corporation is BALLOON CREATIONS, INC.

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue One Million (1,000,000) shares of One Dollar (\$1.00) par value, common stock.

ARTICLE V

The street address of the initial, principal office of this corporation is 8451 SW 27th Lane, Miami, Florida 33155, and the name and address of the initial registered resident agent of the corporation is IVETTE BOYD, 8451 SW 27th Lane, Miami, Florida 33155.

ARTICLE VI

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name of and address of the initial directors of this corporation are:

Ivette Boyd
8451 SW 27th Lane
Miami, Florida 33155

Jennifer Boyd-Pugh
6268 NW 170th Terrace
Miami, Florida 33015

This Instrument Prepared By:
Eugene L. Mann, Esq.
Florida Bar No. 128372
12920 SW 81st St., Miami, FL 33155

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ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

Jennifer Boyd-Pugh
6268 NW 170th Terrace
Miami, Florida 33015

ARTICLE VIII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

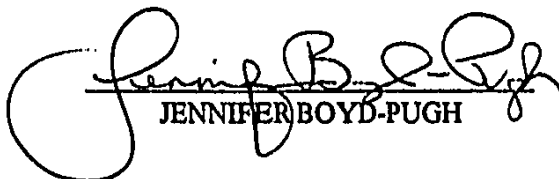
ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X


The By-laws of the Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the By-laws. As is set forth in the Bylaws, the Bylaws may be amended by the affirmative vote or not less than a majority of the Members present at an Annual Members Meeting or a special meeting of the Members and the affirmative approval of a majority of the Board at a regular or special meeting of the Board. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of September, 1997.

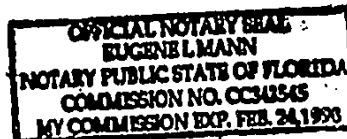

JENNIFER BOYD-PUGH

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me by JENNIFER BOYD-PUGH, this
20th day of September, 1997.




Notary Public, State of Florida



ACCEPTANCE OF RESIDENT AGENT

I HEREBY CERTIFY that I am a permanent resident of Miami, Dade County, Florida, residing at the place indicated above, and I hereby accept the foregoing designation as Resident Agent of BALLOON CREATIONS, INC.


IVETTE BOYD

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