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November 25, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32344

Dear Sirs:

Enclosed herewith please find enclosed the original and a copy of the Articles of Incorporation for a corporation to be known as A Party With Us, Inc. A check in the amount of \$70.00 is also enclosed to cover the cost of incorporation.

If we can be of further assistance in this matter, please do not hesitate to contact the undersigned.

Very truly yours,

Magda Abdo-Gomez
Magda Abdo-Gomez, Esq.

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Magda Abdo-Gomez

ARTICLES OF INCORPORATION

OF

A PARTY WITH US, INC.

ARTICLES I NAME

The name of this Corporation is A Party With Us, Inc.

ARTICLE II DURATION

The Corporation shall have a perpetual existence.

ARTICLE III PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 9030 S.W. 28 Street; Miami, Florida 33165, and the initial registered agent of this Corporation at such office shall be Maria D. Gonzalez, who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes as amended from time to time with respect to keeping an office open for service of process.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI PRINCIPAL CORPORATE OFFICE

The principal office of this Corporation shall be 9030 S.W. 28 Street; Miami, Florida 33165. The mailing address of the Corporation shall be 9030 S.W. 28 Street; Miami, Florida 33165.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than five. The names and addresses of the directors constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Jeff Gonzalez	9030 S.W. 28 Street Miami, Florida 33165
Maria D. Gonzalez	9030 S.W. 28 Street Miami, Florida 33165

ARTICLE VIII INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Jeff Gonzalez	9030 S.W. 28 Street Miami, Florida 33165

ARTICLE IX CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of

directors to be elected. The shareholder may give all of his votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE X PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.


Jeff Gonzalez
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation of A Party With Us,
Inc. were acknowledged before me this 24TH day of NOVEMBER,
1997.



MAGDA ABDO
My Commission CC415769
Expires Dec. 03, 1998
Bonded by NFNU
800-224-6368

Magda Abdo

Notary Public

My Commission Expires: _____

Personally Known to Me ✓ OR Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for A Party
With Us, Inc. at the place designated in the Articles of
Incorporation, Maria D. Gonzalez, agrees to comply with the
provisions of §48.091 relative to keeping open such office.

Maria D. Gonzalez

Maria D. Gonzalez

Date: November 24, 1997

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA