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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: ANIMAL-RAMA PARTY CITY, INC.

AUDIT NUMBER.....H97000020262

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ANIMAL-RAMA PARTY CITY, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ANIMAL-RAMA PARTY CITY, INC.

The principal place of business of this corporation shall be:

6107 S.W. 8TH STREET MIAMI, FLORIDA 33155

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time

1,000 SHARES AT \$1.00 PAR VALUE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Regina Rodriguez 15271 S.W. 172nd Terrace
Miami, Fl 33187

Jose Rodriguez 15271 S.W. 172nd Terrace
Miami, Fl 33187

Prepared by: Regina Rodriguez
15271 S.W. 172nd Terrace
Miami, Fl 33187
(305) 263-7001

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ARTICLE VI INCORPORATOR(S)

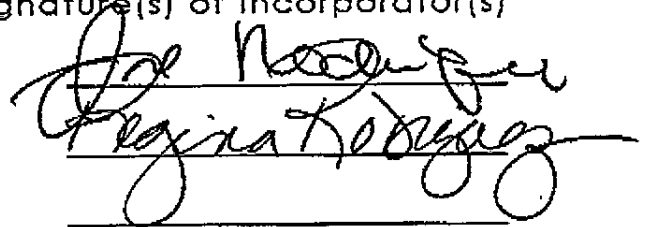
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Regina Rodriguez 15271 S.W. 172nd Terrace
Miami, Fl 33187

Jose Rodriguez 15271 S.W. 172nd Terrace
Miami, Fl 33187

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have)
executed these Articles of Incorporation this 09th
day of December, 1997.

Signature(s) of Incorporator(s)


Regina Rodriguez

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, 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.

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TALLAHASSEE, FLORIDA

1. The name of the corporation:

ANIMAL-RAMA PARTY CITY, INC.

2. The name and address of the registered agent and office is:

Regina Rodriguez 15271 S.W. 172nd Terrace
(P.O. BOX NOT ACCEPTABLE)

Miami, Fl 33187
(CITY/STATE/ZIP)

SIGNATURE

DIRECTOR

TITLE

DATE 12/09/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

12/09/97