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January 14, 1998

Secretary of State Corporate Division Post Office Box 6327 Tallahassee, FL 32302

Re: MARLARAY, INC.

Dear Sir:

I have enclosed the original and one copy of the Articles of Incorporation of the abovenamed corporation. Please file the original and return a conformed copy to me for the corporate records.

I have enclosed my check payable to your order in the amount of \$70.00, representing a filing fee of \$35.00 and the \$35.00 Designation of Resident Agent fee.

If any additional information is needed or desired, please do not hesitate to contact me.

Sincerely,

Stan Trappe

ST/lcm

Enclosures

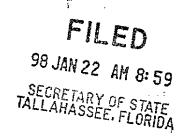
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SECRETARY OF STATE

ARTICLES OF INCORPORATION

 \mathbf{OF}

MARLARAY, INC.



ARTICLE I

The name of this corporation shall be MARLARAY, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The primary purpose of this corporation shall be to engage in the business of the rental of party supplies to the general public and the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

The amount of capital stock authorized shall be 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share, making a total authorized capital stock of One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE V

The street address of the corporation's initial registered office is 2015 W. 23rd Street, Panama City, Florida 32405. The name of the corporation's initial registered agent at such address is MARLA MANN. The street address of the corporation's principal office is 2013 W. 23rd Street, Panama City, Florida 32405. The street address of the registered office and business address is the same.

ARTICLE VI

The amount of capital with which this corporation shall begin its business ventures is not less than ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00).

ARTICLE VII

The management of the corporate affairs of this corporation shall be managed by the Board of Directors.

ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be not less than one (1) nor more than three (3).

ARTICLE IX

The name and address of each person who is to serve as a member of the initial Board of Directors are:

MARLA MANN, 4600 Tropical Drive, Panama City, Florida 32404.

ARTICLE X

The name and address of the incorporator signing these Articles of Incorporation are as follows:

MARLA MANN, 4600 Tropical Drive, Panama City, Florida 32404.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed

this the Articles of Incorporation at Panama City, Florida, for the uses and purposes herein expressed this 16th day of January, 1998.

INCORPORATOR

STATE OF FLORIDA COUNTY OF BAY

The foregoing instrument was acknowledged before me this 16th day of January, 1998 by MARLA MANN, who is personally known to me or who has produced FL D.L. #M500-545-59-836-0 (type of identification) as identification and who did/did not take an oath.

Linda C. Mummert Notary Public, State of Florida Commission Number: cc 501052 Commission Expires: 10/11/99 Signature of Notary Public Linda C. Mummert

Printed Name of Notary Public

inda C. Mummert

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SOME MANOR In pursuance of Chapter 48.091, Florida Statutes, the following submitted in compliance with said Act:

First - That MARLARAY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Panama City, County of Bay, State of Florida, has named MARLA MANN, located at 2015 W. 23rd Street, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate. I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

STATE OF FLORIDA COUNTY OF BAY

I hereby certify that on this day, before, me, an officer authorized to administer oaths and take acknowledgments, personally appeared MARLA MANN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, and an oath was not taken.

(Check one:)

Said person(s) is/are personally known to me. Said person(s) provided me the following type of identification FL D.L. M500-545-59-836-0

Linda C. Mummert Notary Public, State of Florida Commission Number: cc 501052 Commission Expires: 10/11/99

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Witness my hand and official seal in the County and State last aforesaid this <u>16th</u> day of January, 1998.

nda C. Mummert Notary Signature Linda C. Mummert

Printed Name