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P 980000015681

M.B. PEREZ Asst. Vice President

13 February, 1998

Florida Department of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
2-18-98

Re: Party Wholesaler Corporation

700002431117--0
-02/16/98--01034--016
***131.25 ***131.25

Gentlemen:

Please find enclosed the following documents for the incorporation of **Party Wholesaler Corporation** with an effective date of February 18, 1998.

1. Two (2) originals and one (1) copy of the Articles of Incorporation.
2. Check #6365 of \$131.25 for payment of the fees (\$35 Filing fee, \$35 Registered Agent fee, \$52.50 certified copy fee, \$8.75 Certificate of Good Standing fee).
3. One (1) original and one (1) copy of the Designation of Registered Agent.
4. Two (2) originals of Affidavit of Release in favor of the new incorporator for Party Wholesaler Corporation.

Please send the certified copy of the Articles of Incorporation and the Certificate of Good Standing in the enclosed pre-paid/pre-addressed Federal Express envelope with airbill #800452610865. Federal Express' toll-free phone # is (800) 463-3339 to call for pick-up.

If any questions, please call us at our toll-free phone # (800) 283-0002.

Very truly yours,

Texas Financial Corp.

by M.B. Perez
M.B. Perez

Enclosures

Via FedEx # 2973941670

FILED
98 FEB 16 PM 4:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

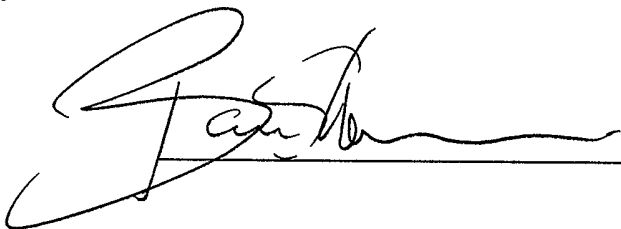
MM 2-17-98

Affidavit

Comes now Bonnie S. Lynn who under oath states that the undersigned as the sole Director of Party Wholesaler Corporation, Florida corporation number P96000028832, which was administratively dissolved on 09-26-1997, does hereby release all rights to said name and on behalf of the dissolved corporation does hereby agree that no attempt to reinstate or reactivate will be filed.

Further that the undersigned agrees that O.B. Romero may file for a new corporation in the name of Party Wholesaler Corporation in the State of Florida.

Further affiant sayeth naught.



NOTARIAL ACKNOWLEDGEMENT

Sworn to and subscribed before me this 13th day of February, 1998



PETER A. HERNANDEZ
Notary Public, State of Florida
My Comm. Expires June 13, 1998
Commission No. CC 216219
Bonded thru Notary Public Underwriters



Notary Public
State of Florida



PETER A. HERNANDEZ
Notary Public, State of Florida
My Comm. Expires June 13, 1998
Commission No. CC 216219
Bonded thru Notary Public Underwriters

EFFECTIVE DATE

2-18-98

FILED
98 FEB 16 PM 4:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PARTY WHOLESALER CORPORATION

ARTICLE I
NAME

The name of the corporation is PARTY WHOLESALER CORPORATION

ARTICLE II
DURATION

This corporation shall be effective as of the 18th day of February, 1998 and shall have perpetual existence commencing on the date of the filing of these articles with the Department of State.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$0.01) per value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered ^{Principal} office of this corporation is:
2901 SW 8th St.

Suite 202
Miami, FL 33135

and the name of the initial registered agent of this corporation at that address is:
O. B. Romero

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation.

The name and address of the initial director is:

O. B. Romero 2901 SW 8th St., Suite 202, Miami, FL 33135

ARTICLE VII
INCORPORATOR

The name and address of the person signing these articles is:
O. B. Romero 2901 SW 8th St., Suite 202, Miami, FL 33135

ARTICLE VIII
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

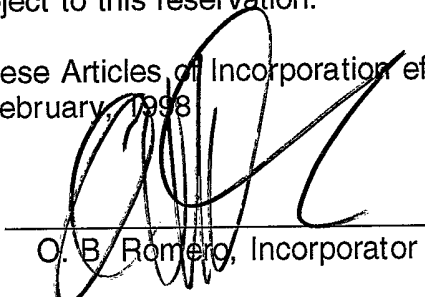
ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
AMENDMENT

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

The undersigned incorporator has executed these Articles of Incorporation effective as of the 18th day of February, 1998



O. B. Romero, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
98 FEB 16 PM 4:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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.

1. The name of the corporation is:

PARTY WHOLESALER CORPORATION

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

O. B. ROMERO

(NAME)

2901 SW 8th Street, Suite 202

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33135

(CITY/STATE/ZIP)

SIGNATURE

(corporate officer)

TITLE

Incorporator

DATE

February 13, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

February 13, 1998