

The Law Office
of
Jorge E. Luna

P.O. Box 617071 • Orlando, FL 32861
(407) 293-2846
(407) 293-3704 (fax)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -3 AM 9:05

P980000068550

000002605740--E
-08/03/98--01104--002
*****78.75 *****78.75

Department of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 37301

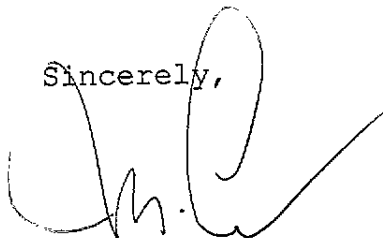
Re: Incorporation of Balloon House, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation of BALLOON HOUSE, INC. for registration as well as a check for \$78.75 for the filing fees and the certificate.

Please advise if there are any problems with the filing. Thank you for your assistance.

Sincerely,



Jorge E. Luna, Esq.
Incorporator
BALLOON HOUSE, INC.

RP
0801-98

**ARTICLES OF INCORPORATION
OF
BALLOON HOUSE, INC.**

The undersigned incorporator makes, subscribes, acknowledges, and files with the Corporate Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I: Name

The name of this corporation is **BALLOON HOUSE, INC.**

ARTICLE II: Term of Existence

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III: Nature of Business

This corporation will engage in the business of selling and distributing imprinted balloons on a wholesale level, and any other lawful business venture.

ARTICLE IV: Principal Office

The **principal place of business and mailing address** of this corporation shall be **BALLOON HOUSE, INC., 9153 Pinnacle Circle, Windermere, Florida 34786.**

ARTICLE V: Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **100 shares** of common stock, having a par value of \$1.00 per share. Each share entitles the holder to one vote at any stockholder meeting. All stock, when issued, shall be paid for and shall be non-assessable.

ARTICLE VI: Initial Registered Agent and Registered Office

The **initial registered agent** and his **business office address** is Henry Suárez, 9153 Pinnacle Circle, Windermere, FL 34786. The street address of the **initial registered office** of the corporation is 9153 Pinnacle Circle, Windermere, FL 34786. The Board of Directors may move that registered office to any other address in the State of Florida.

ARTICLE VII: Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one. Except for the number constituting the Initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII: Initial Board of Directors

The **name and address of the member of the Board of Directors** for this corporation,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -3 AM 9:05

who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his successor(s) are elected and qualified, or until his resignation, removal from office, or death is Henry Suárez, 9153 Pinnacle Circle, Windermere, Florida 34786

ARTICLE IX: Incorporator

The name and street address of the incorporator is Jorge E. Luna, Esq., P.O. Box 617071, Orlando, FL 32861-7071

ARTICLE X: Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors or the Stockholders.

ARTICLE XI: Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the board of Directors at any annual or special meeting, provided at least ten days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the Stockholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 20th day of July, 1998.


Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Jorge E. Luna to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named above this 20th day of July, 1998.


Notary Public
State of Florida at Large

My commission expires:



ZENA Y. JOHNSON
My Commission CC491078
Expires Aug. 23, 1999

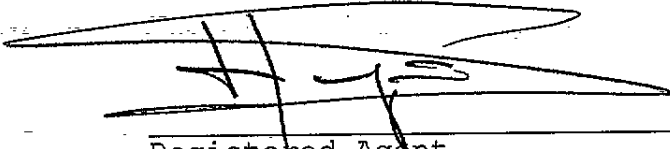
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

That BALLOON HOUSE, INC. desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business
in the City of Orlando, State of Florida, has named Henry Suárez,
located at 9153 Pinnacle Circle, Windermere, Florida 34786, as its
agent to accept service of process within Florida.

ACKNOWLEDGEMENT:

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.



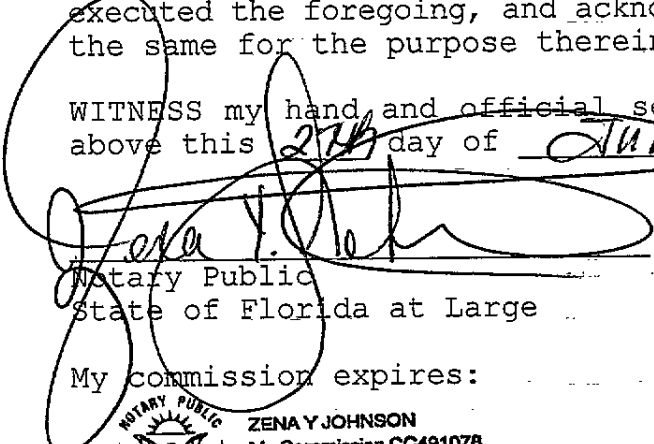
Registered Agent

Dated: 7-27-98.

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared HENRY SUAREZ to me well
known and known to me to be the individual described in and who
executed the foregoing, and acknowledged before me that he executed
the same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named
above this 27th day of July, 1998.



Notary Public
State of Florida at Large

My commission expires:



ZENA Y. JOHNSON
My Commission CC491078
Expires Aug. 23, 1999

98 AUG -3 AM 9:05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS