

9/01/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CLOWN CONCEPTS, INC.
AUDIT NUMBER.....H98000016372
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
CLOWN CONCEPTS, INC.

The undersigned, acting as subscriber of a corporation under the Florida Corporation Law adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is CLOWN CONCEPTS, INC.

ARTICLE II

The principal place of business of the corporation shall be situated at: 1921 E. Atlantic Blvd., Pompano Beach, FL 33060.

ARTICLE III

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

ARTICLE IV

The period of its duration is perpetual, unless sooner dissolved according to law.

ARTICLE V

The aggregate number of shares that the corporation shall have the authority to issue is Five Hundred (500) shares of capital stock, all of one class, with a par value of \$1.00 per share, unless otherwise amended.

ARTICLE VI

The amount of capital with which the corporation shall commence its business shall be not less than One Thousand Dollars (\$1,000.00).

PREPARED BY:
Randall L. Leshin, Esquire
Florida Bar No. 380253
1921 E. Atlantic Boulevard
Pompano Beach, FL 33060
Telephone: 954-941-9711

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ARTICLE VII

The number of directors consisting of the initial Board of Directors is one(1). The name and address of whom is: RANDALL L. LESHIN, 1921 E. Atlantic Blvd., Pompano Beach, FL 33060.

ARTICLE VIII

The street address of the initial registered office of this corporation is: 1921 E. Atlantic Blvd., Pompano Beach, FL 33060. The initial registered agent of this corporation is RANDALL L. LESHIN, whose address is: 1921 E. Atlantic Blvd., Pompano Beach, FL 33060.

ARTICLE IX

The corporation, CLOWN CONCEPTS, INC., shall at all times, as far as the law provides, indemnify its officers, agents, shareholders, and directors of any and all civil liabilities incurred by its activities, to the fullest protection that the law permits.

ARTICLE X

The name and address of the incorporator of this corporation is: Randall L. Leshin, 1921 E. Atlantic Boulevard, Pompano Beach, FL 33060.



Randall L. Leshin, as Initial
Incorporator and Director

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STATE OF FLORIDA :
: SS
COUNTY OF BROWARD :

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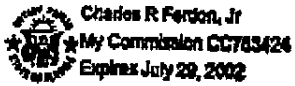
Before me the undersigned authority, personally appeared RANDALL L. LESHIN who did not take the oath, who is personally known to me, or produced I.D. and who subscribed the above Articles of Incorporation, and HE did freely and voluntarily acknowledge before me according to law that HE made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and official seal this 31st day of August, 1998.

My Commission Expires:

Charles R. Ferdon, Jr.
NOTARY PUBLIC

Charles R. Ferdon Jr.
Printed Name of Notary




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APPOINTMENT OF CORPORATE AGENT

TO: THE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
STATE OF FLORIDA:

Pursuant to the provisions of Florida Corporation Law, I,
RANDALL L. LESHIN, do hereby authorize for the corporation and
accept appointment for CLOWN CONCEPTS, INC., as registered agent,
and by execution hereof certify that said appointment is freely
accepted by me.



 NAME

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