

10/22/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: JUMPING FOR JOY II, INC.

AUDIT NUMBER.....H98000019662

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

CERT. OF STATUS..0

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JUMPING FOR JOY, INC.
954-749-5111

FAX COVER SHEET

DATE: October 22, 1998 TO: Michelle Milligan Corp. Div.
YOUR FAX NO: 850-922 4001 MY FAX NO.: (954) 749-7111
SUBJECT: JUMPING FOR JOY, INC.

WE ARE TRANSMITTING 1 PAGES, INCLUDING THIS COVER SHEET. IF
YOU DO NOT RECEIVE ALL PAGES, PLEASE CONTACT ME AS SOON AS
POSSIBLE AT 954-749-5111

FROM: JUMPING FOR JOY, INC.

COMMENTS: Dear Michelle: Please be advised that we are selling
the assets of our Corporation, JUMPING FOR JOY, INC., including
the right to the Name "JUMPING FOR JOY". I understand that Susan
Goverman, through her Attorney Richard I. Click, has filed
Articles of Incorporation for a Corporation called: "Jumping For
Joy II, Inc." This will authorize the Secretary of State to
issue a new Corporation with that name.

Thank you for your cooperation.

Deborah Rischia

Deborah Rischia, Director

Dated October 22, 1998
SENT BY FAX ONLY

H98000019662

JUMPING FOR JOY II, INC.

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the incorporators form a corporation for profit under the Laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this Florida Corporation shall be:

JUMPING FOR JOY II, INC.

The office of said Corporation will be located at:

10739 NW 17TH STREET
CORAL SPRINGS, FL 33071

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ARTICLE II - TERM OF CORPORATION

This corporation is formed to exist in perpetuity

ARTICLE III - PURPOSE OF THE CORPORATION

The Purpose of this Florida Corporation shall be:
To engage in the business of owning, operating, maintaining, and marketing a Party Planning/Arrangement business, including but not limited to the rental of equipment such as bounce houses, cotton candy machines, popcorn machines, snow cone machines and other items used for parties. To engage in any and all necessary conduct required to conduct said business, including but not limited to renting space, purchasing equipment, supplies and vehicles necessary to conduct said business, and advertising said business. To conduct, carry out, or engage in all necessary activities incidental thereto. To engage in any and all business or other transactions permitted or allowed in the State of Florida.

Prepared by:
Richard I. Glick, Esq.
7737 N. University Dr. #104
Tamarac, FL 33321
954-726-6407
Fl Bar No. 254150

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ARTICLE VII - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation as Incorporators thereof are:

SUSAN GOVERMAN

4665 N.W. 113th Terrace,
Sunrise, Florida 33322

ARTICLE VII - OPERATION OF COMPANY AND VOTING RIGHTS

The Shareholders of the Corporation may vote at any annual or other shareholders meeting that the day to day operation of the Corporation shall be in the elected officers and that such officers have the right to operate said business as they, the officers, determine to be in the best interests of the business, so long as such action is lawful and done in a normal businesslike manner.

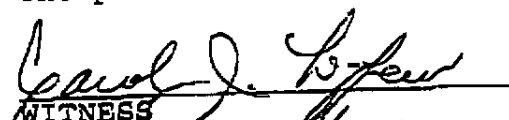
ARTICLE VII - AMENDMENTS

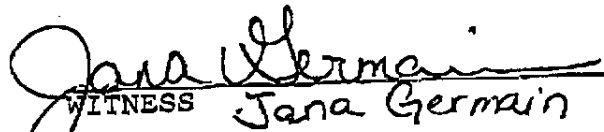
The power to amend, alter, or adopt additional Articles to these Articles of Incorporation, or to adopt, amend and alter By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has signed these ARTICLES OF INCORPORATION, as Incorporators on this 22nd day of OCTOBER, 1998.


SUSAN GOVERMAN

SIGNED, SEALED and DELIVERED in
the presence of:


WITNESS
CAROL J. LEFFEW


WITNESS Jana Germain

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ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of Common Stock with a One Dollar (\$ 1.00) Par Value. The Corporation is authorized to issue stock pursuant to Section 1244 Internal Revenue Code and/or to elect to be treated pursuant to Section 1362 Internal Revenue Code as an "S" corporation as determined by the Board of Directors at their first meeting or at such other time as allowed by law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this Corporation shall be:

RICHARD I. GLICK

The initial registered office of this Corporation shall be located at the following street address:

7737 North University Drive
Suite 104
Tamarac, FL 33321

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of said corporation shall initially have two directors. The number of directors may be increased or decreased from time to time by the Corporations By-Law's. The name and address of the initial directors of this Corporation are:

SUSAN GOVERMAN

PRESIDENT/
TREASURER

4655 N.W. 113th Terrace,
Sunrise, Florida 33322

MARK MALLANO

VICE PRESIDENT/
SECRETARY

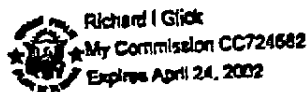
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CORAL SPRINGS, FL 33071

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STATE OF FLORIDA)
COUNTY OF BROWARD) SS

THE FOREGOING INSTRUMENT, was signed, sealed, and
acknowledged before me on this 22nd day of OCTOBER, 1998 by,
SUSAN GOVERMAN, who is known to me or has produced a Drivers
License as Proof of identification.



[Signature]
NOTARY PUBLIC
STATE OF FLORIDA

I, RICHARD I. GLICK, hereby accept appointment as the
REGISTERED AGENT of JUMPING FOR JOY II, INC.

[Signature]
RICHARD I. GLICK

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