

THOMAS J. DONNELLY
LLOYD T. DAVIDSON

Law Offices of
THOMAS J. DONNELLY
DONNELLY PROFESSIONAL CENTER
1172 BROWNELL STREET - SUITE I
CLEARWATER, FLORIDA 33756

TELEPHONE
(813) 461-4955

P98000096623
November 10, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Skypainter Fireworks International, Inc.

Dear Sir or Madam:

500002686975--5
-11/13/98-01053-007
*****78.75 *****78.75

Enclosed for filing please find Articles of Incorporation for Skypainter Fireworks International, Inc. Also enclosed is a check in the amount of \$78.75 to cover the cost of the filing fee.

Should you have any questions or need any additional information, please do not hesitate to contact us.

Sincerely yours,

Thomas J. Donnelly
Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TJD/bsm
Enclosures

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ARTICLES OF INCORPORATION
SKYPAINTER FIREWORKS INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

SKYPAINTER FIREWORKS INTERNATIONAL, INC. shall be the name of this corporation.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is: The corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States and of the State of Florida and of any other state, country, territory, or nation.

ARTICLE III - POWERS

The powers of the corporation are as follows:

- A. To have succession by its corporate name perpetually.
- B. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- C. To adopt and use a common corporate seal and alter same.
- D. To appoint such officers and agents as its affairs shall require and allow them suitable compensation.
- E. To adopt, change, amend, repeal By-Laws, not inconsistent

with the laws of its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.

F. To increase or diminish, by vote of its stockholders, shareholder, members, cast as the By-Laws may direct, the number of directors, managers or trustees, provided that the number shall never be less than that required by law.

G. To make and enter into all contracts necessary and proper for the conduct of its business.

H. To conduct business, have one or more offices in and by, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell convey or otherwise dispose of franchises in this State and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

I. To purchase the corporate assets of any other corporation and to engage in the same character of business.

J. To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights of interest thereunder or therein.

K. To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability of it.

L. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state of government and while owner of such stock to exercise all rights, powers and privileges of

ownership including right to vote such stock.

M. To establish plans, such a but not limited to pension-profit sharing, wage continuation, group terms, medical care, and accident and health.

N. To request changes in the Certificate of Incorporation of the corporation at any time pursuant to law.

O. To purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholder quorum or vote.

P. To do all and everything necessary and proper for the accomplishment of the objects and purposes enumerated in its Certificate of Incorporation or necessary or incident to the protection of the corporation and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the object enumerated in its Certificate of Incorporation.

Q. To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures notes and other evidences of indebtedness whether secured or unsecured and execute such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it as occasion may require and the Board of Directors may deem expedient.

R. To make provisions in such instruments for transferring corporate property of every kind and nature then belonging to or thereafter acquired by such corporation, as security for any bonds,

debentures, notes or other evidences of indebtedness issued or debts or sums of money owing by said corporation. In case of the sale of any property by virtue of any such instrument or any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages in and by such instrument enumerated or conveyed as belonged to and were enjoyed by the corporation executing such instrument and contracting the debt.

S. To make gifts for education, scientific or charitable purposes.

T. To enter into general partnerships, limited partnerships (whether the corporation is a limited or a general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying out one or more of the purposes set forth in the Articles of Incorporation, jointly or in common with others so long as the particular corporation, person or association would have the power to do so alone.

U. To indemnify any person made a party to an action by or in the right of the corporation to procure a judgment in its favor by reason of being or having been a director or officer of the corporation, or any other corporation which he served as such at the request of the corporation, against the reasonable expenses including attorney fees, actually and necessarily incurred by or in connection with the defense of or settlement of such action or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence of misconduct in the performance of his duty to the corporation.

V. To indemnify any person made a party to any action, suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the corporation, or of any other corporation which he served as such at the request of the corporation, against judgment, fines, amounts paid in settlement, and reasonable expenses incurred as a result of such action, suit or proceedings, or any appeal therein, if such director or officer

acted in good faith of the corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the corporation or that he had reasonable ground for belief that the action was unlawful.

W. To have in addition any and all powers as now are and or thereafter conferred upon it by law.

X. To change the initial street address in this state of the principal office of the corporation from time to time pursuant to the By-Laws, and without the necessity of amending the Certificate of Incorporation.

Y. Each and every foregoing clause shall be construed to be a purpose and an object and as a power, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict any other powers granted or implied by law.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 1,000 of common stock having a par value of \$1.00. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the Board

of Directors of the corporation at any regular or special meeting of the same.

ARTICLE VII - ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT

The address of the principal office of the corporation is 1714 Prince Philip Street, Clearwater, Florida 33755; and the street address of the initial registered office of this corporation is 1714 Prince Philip Street, Clearwater, Florida 33755; and the name of the initial registered agent of this corporation at that address is DAVID D. EVERETT. Having been so named to accept service of process said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation.

ARTICLE VIII - DIRECTORS

The corporation shall have no less than one (1) director and no more than nine (9). The number may be increased or decreased as may be authorized by the By-Laws of this corporation. The initial directors of said corporation shall be as follows:

David D. Everett	Vice President/Secretary/Treasurer
1714 Prince Philip Street	
Clearwater, Florida 33755	

Susan M. Everett	President
1714 Prince Philip Street	
Clearwater, Florida 33755	

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation and the corporate existence shall begin and be effective upon filing at the office of the Secretary of State in Tallahassee, Florida.

ARTICLE X - PREEMPTIVE RIGHTS

The shareholders have preemptive rights for the shares issued or to be issued in this corporation. Each common shareholder of the corporation shall be entitled to preemptive rights to acquire his/her proportional share of any unissued or treasury share of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire share which may be issued at any time by the corporation. In the event of a subsequent issue, a new shareholder must purchase stock equal to at least \$2,000.00 worth of contribution.

ARTICLE XI - SUBCHAPTER S

Notwithstanding any other provisions to the contrary, this corporation is not registered under the Securities Act of 1933 and this corporation is being specifically incorporated with the understanding that it will qualify for Subchapter S election. Any parties becoming shareholders must agree that they shall not do anything to cause the issuance or re-issuance or transfer of the stock issued for this corporation in violation of the Securities Act of 1933, or any applicable state law, that they shall not do anything to violate the requirements which allow this corporation to remain a Sub-S corporation.

ARTICLE XII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and all stockholders sign a written consent manifesting their intention that a certain amendment to these Articles be made.

ARTICLE XIII - GENERAL PROVISIONS

A. Unless otherwise stated in the By-Laws of this corporation, every stockholder who has the right to vote shall have the right to vote

in person or by proxy.

B. Unless otherwise provided by and in the By-Laws, cumulative voting shall not be permitted.

IN WITNESS WHEREOF, We, the undersigned, have set our hands and seals to the foregoing Articles of Incorporation for SKYPAINTER FIREWORKS INTERNATIONAL, INC. and acknowledged the same under the laws of the State of Florida, this 10 day of Nov, 1998.

David D. Everett (SEAL)
DAVID D. EVERETT, Individually
and as Registered Agent

Susan M. Everett (SEAL)
SUSAN M. EVERETT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10 day of Nov, 1998, by DAVID D. EVERETT, individually and as Registered Agent, is personally known to me or who has produced E163-16457-299 as identification and who did/did not take an oath.
FL DL

Beth S. Middleton
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF PINELLAS



Beth S. Middleton
MY COMMISSION # CC743020 EXPIRES
August 9, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

The foregoing instrument was acknowledged before me this 10 day of Nov, 1998, by SUSAN M. EVERETT, who is personally

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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known to me or who has produced E163-793-57-751-8 as identification and
who did/did not take an oath. FL DL

Beth S. Middleton
NOTARY PUBLIC



Beth S. Middleton
MY COMMISSION # CC743020 EXPIRES
August 9, 2002
BONDED THRU TROY FAIN INSURANCE, INC