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FILED  
98 DEC 11 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 7, 1998

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

900002709979--6  
-12/11/98--01048--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: D & E Party Rentals, Inc.

Dear Sir / Madam:

Enclosed please find two (2) executed copies of the Articles of Incorporation for D & E Party Rentals, Inc. Together with a check for seventy eight 75/100 dollars (\$78.75).

Thank you for your prompt attention to this matter.

Sincerely,



Kenneth W. McCoy, P.A.

Mail to: Kenneth W. McCoy, P.A.  
15150 N.W. 79 Court, Suite 195  
Miami Lakes, FL 33016  
(305) 362-1841

P. H. 200  
DEC 14 1998  
(3)

ARTICLES OF INCORPORATION  
OF

D & E PARTY RENTALS, INC.

ARTICLE I - NAME & ADDRESS

THE NAME AND ADDRESS OF THE CORPORATION SHALL BE:

D & E PARTY RENTALS, INC.

6900 S.W. 27 STREET  
MIRAMAR, FL 33023

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS  
DISSOLVED ACCORDING TO LAW AND ITS EXISTENCE UPON FILING DATE.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING  
ANY AND ALL LAWFUL BUSINESS .

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1000)  
SHARES OF FIFTY CENTS (\$0.50), PAR VALUE, COMMON STOCK WHICH SHALL BE  
DESIGNATED "COMMON SHARES".

ARTICLE V - POWER OF SHAREHOLDERS

THERE SHALL BE NO BOARD OF DIRECTORS AND ALL AFFAIRS NORMALLY  
CONDUCTED BY A BOARD OF DIRECTORS SHALL BE CONDUCTED BY THE  
SHAREHOLDERS. THE SHAREHOLDERS SHALL HAVE THE SAME POWER AND  
AUTHORITY AS THAT OF A BOARD OF DIRECTORS.

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ARTICLE VI - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY THE OFFICERS AND SHAREHOLDERS OF THE CORPORATION TO THE FULLEST EXTENT AUTHORIZED BY SECTION 607.014, FLORIDA STATUTES. FOR THE PURPOSE OF INTERPRETING THIS ARTICLE AND THE AFOREMENTIONED FLORIDA STATUTE, THE SHAREHOLDER SHALL BE CONSIDERED A DIRECTOR WHEN THE ACTION TAKEN BY HIM FOR WHICH INDEMNIFICATION IS SOUGHT IS ACTION TRADITIONALLY CONDUCTED BY A DIRECTOR.

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

EDUARDO ESTEVA  
6900 S.W. 27 STREET  
MIRAMAR, FL 33023

ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

6900 S.W. 27 STREET  
MIRAMAR, FL 33023

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

EDUARDO ESTEVA

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR, HAS  
EXECUTED THESE ARTICLES OF INCORPORATION, ON THIS 4 DAY  
OF December 1998.

Eduardo Esteva  
INCORPORATOR

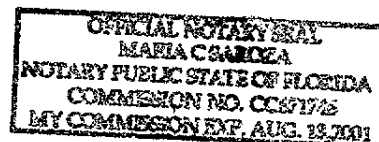
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, A NOTARY PUBLIC,  
AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET  
FORTH HEREIN ABOVE, PERSONALLY APPEARED EDUARDO ESTEVA, WHO  
PRODUCED THE FOLLOWING FLORIDA DRIVER'S LICENSE NUMBER E 231-200-56-413-0  
KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE  
FOREGOING ARTICLES OF INCORPORATION OF D & E PARTY RENTALS, INC. AND  
HE/ SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THESE ARTICLES  
OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HERE UNTO SET MY HAND AND AFFIXED  
MY SEAL IN THE STATE AND COUNTY AFORESAID, ON THIS 4  
DAY OF December 1998.

Maria C. Sandoza  
NOTARY PUBLIC



REGISTERED AGENT CERTIFICATE

THE UNDERSIGNED HEREBY ACCEPTS THE OFFICE OF REGISTERED AGENT  
FOR EDUARDO ESTEVA AND AGREES TO ACCEPT SERVICE OF PROCESS FOR SAID  
CORPORATION AT THE PLACE DESIGNATED IN ITS ARTICLES OF INCORPORATION  
AS ITS PRINCIPAL PLACE OF BUSINESS AND TO ACT IN SAID CAPACITY IN  
ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

DATED, AT DADE COUNTY, FLORIDA, ON THIS 4 DAY OF \_\_\_\_\_

December 1998.

Eduardo Esteva  
EDUARDO ESTEVA

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