

FROM

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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Party Bus USA, Inc.

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**ARTICLES OF INCORPORATION
OF
PARTY BUS USA, INC.**

THE UNDERSIGNED, acting as sole incorporator of Party Bus USA, Inc. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is:

Party Bus USA, Inc.

ARTICLE II

Commencement of Corporate Existence

The Corporation shall commence corporate existence on the date these Articles of Incorporation are filed with the Secretary of State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Business and Activities

The Corporation may, and it is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

1. The total number of shares which the Corporation shall have the authority to issue shall be one thousand (1,000) shares of voting common stock having a par value of \$ 0.10 per share.
2. Each share shall have one vote on all matters coming before the shareholders of the Corporation. Shareholders of the Corporation shall have no cumulative voting rights.

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David L. Robbins, Esquire
Florida Bar # 108951
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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3. The Board of Directors of the Corporation may, from time to time, issue shares of the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.
4. Shareholders of the Corporation shall not have preemptive rights to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock of the Corporation, whether now or hereafter authorized.

ARTICLE V
Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 12600 South Belcher Road, Suite 104C, Largo, Florida 33773. The location of the principal office and mailing address shall be subject to change, from time to time, by the Corporation's Board of Directors without amendment to these Articles of Incorporation.

ARTICLE VI
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 200 Laura Street, Jacksonville, Florida 32202 and the initial Registered Agent is F&L Corp.

ARTICLE VII
Initial Board of Directors

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased, from time to time, in accordance with the provisions of the Bylaws, but in no event shall the number of the Corporation's directors be less than two. The names of the individuals who will serve as the initial directors and until successor directors of the Corporation are elected and qualified are as follows:

William Geiger
12600 South Belcher Road
Suite 104C
Largo, Florida 33773

J. Allan Miller
12600 South Belcher Road
Suite 104C
Largo, Florida 33773

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ARTICLE VIII
Bylaws

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

ARTICLE IX
Indemnification

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.


ARTICLE X
Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Corporation's shareholders is subject to this reservation.

ARTICLE XI
Incorporator

The name and address of the sole incorporator of the Corporation is: David L. Robbins, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 7th day of May, 1999.



David L. Robbins, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY
INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 7th day of May, 1999.

By: F&L Corp.
Name: Martin A. Traber
Title: Partner

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TALLAHASSEE, FLORIDA