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**Florida Department of State**

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****AMERICA'S PARTY WHOLESALER, INC.**

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**ARTICLES OF INCORPORATION  
OF  
AMERICA'S PARTY WHOLESALER, INC.**

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME:** The name of this corporation shall be **AMERICA'S PARTY WHOLESALER, INC.**

**ARTICLE II**

**ADDRESS:** The mailing address and street address of the initial principal office of the corporation shall be 2638 S.W. 28th Lane, Coconut Grove, Florida 33133.

**ARTICLE III**

**NATURE OF BUSINESS:** The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

**ARTICLE IV**

**CAPITAL STOCK:** This corporation shall be authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V**

**TERM OF EXISTENCE:** This corporation shall have perpetual existence.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT:** The name and street address of the initial registered agent of this corporation shall be: Laurence L. Blair, 2021 Tyler Street, Hollywood, Florida 33020

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**ARTICLE VII**

**DIRECTORS:** The corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

**ARTICLE VIII**

**INITIAL DIRECTORS:** The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

NAME	ADDRESS
Robert L. Granoff	2638 S.W. 28th Lane Coconut Grove, FL 33133
Janyce R. Granoff	2638 S.W. 28th Lane Coconut Grove, FL 33133

**ARTICLE IX**

**INCORPORATOR:** The name and address of the incorporator to these Articles of Incorporation is as follows:

NAME	ADDRESS
Laurence L. Blair	2021 Tyler Street Hollywood, FL 33020

**ARTICLE X**

**INDEMNIFICATION:** To the fullest extent permitted by the Florida Business Corporation Act, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person

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falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

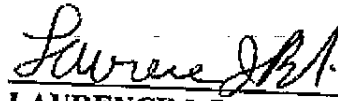
#### ARTICLE XI

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

#### ARTICLE XII

AMENDMENT: 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 shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 31<sup>st</sup> day of August, 1999.

  
LAURENCE I. BLAIR

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as the Registered Agent to accept service of process for **AMERICA'S PARTY WHOLESALE, INC.** at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: August 31, 1999

  
LAURENCE I. BLAIR

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