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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 23, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: T. K. Innovations, Inc.

600003054046--6
-11/24/99--01053--003
*****78.75 *****78.75

Dear Sir:

Enclosed are the original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$78.75 which represents the \$35.00 filing fee, \$8.75 fee for the certified copy of the Articles of Incorporation and \$35.00 for the registered agent fee.

Please file the Articles of Incorporation, certify and return the copy. Please contact our office if you should have any questions concerning this matter.

Sincerely,



Ginger Cassada
Legal Assistant

Enclosure
/gc

T K INNOVATIONS, INC. COVER LETTER TO SECRETARY OF STATE

F. CHESBORN DEC 1 1999

ARTICLES OF INCORPORATION

OF

T. K. INNOVATIONS, INC.

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is: T. K. Innovations, Inc.. The principal office and mailing address is 3861 Coastal Highway, St. Augustine, Florida, 32095.

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to import, export, market and sell balloons and other novelties and engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32257, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law.

ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with

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the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Emily Banks

3861 Coastal Highway
St. Augustine, Florida 32095

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the Incorporator is as follows:

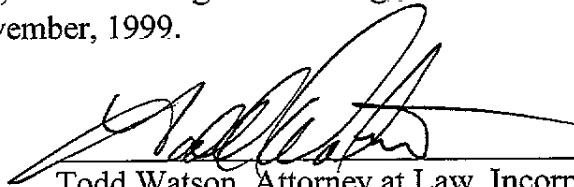
Todd Watson, Attorney at Law

7785 Baymeadows Way, Suite 107
Jacksonville, Florida 32256

ARTICLE 8.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 23rd day of November, 1999.



Todd Watson, Attorney at Law, Incorporator

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 23rd day of November, 1999, by Todd Watson, Attorney at Law, on behalf of the Corporation, who is personally known to me.



Signature of Notary Public

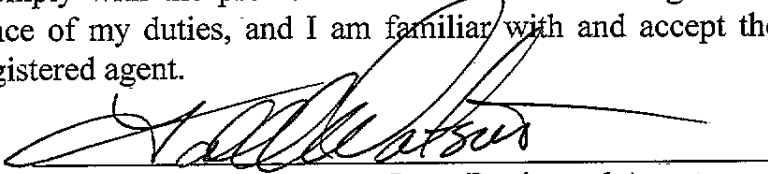
Notary's Seal:



Alice V. Cassada
MY COMMISSION # CC607407 EXPIRES
March 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Todd Watson, Attorney at Law, Registered Agent

Date: November 23, 1999.

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