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FLORIDA NON-PROFIT CORPORATION

ANNUAL NEW SMYRNA BEACH SEAFOOD FESTIVAL, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 20, 2001

YOUR CAPITAL CONNECTION

SUBJECT: ANNUAL NEW SMYRNA BEACH SEAFOOD FESTIVAL, INC.
REF: W01000026537

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
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**ARTICLES OF INCORPORATION
OF
ANNUAL NEW SMYRNA BEACH SEAFOOD
FESTIVAL, INC.**

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is ANNUAL NEW SMYRNA BEACH SEAFOOD FESTIVAL, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 244 North Causeway, New Smyrna Beach ,FL 32169.

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ARTICLE III: PURPOSE

To conduct a Seafood Festival for a charity in the New Smyrna Beach area.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is Carl Wasileski, 507 Palm Ave., Titusville, FL 32796.

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ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is initially. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is Frank Schaaf, 967 Smokerise Blvd., Port Orange, FL 32131, Susan Larson, 6681 Cecil Road, Cocoa, FL 32927, Jay Wilson, 248 N. Causeway, New Smyrna Beach, FL 32169.

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt organizations described in sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 East Virginia Street, Suite 1, Tallahassee, Florida 32301.

ARTICLE X: AMENDMENTS

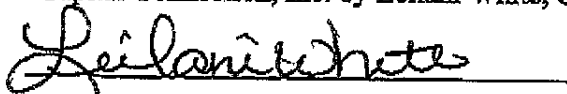
The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 6th day of November 2001.

"Capital Connection, Inc. by Leilani White, Client Representative"



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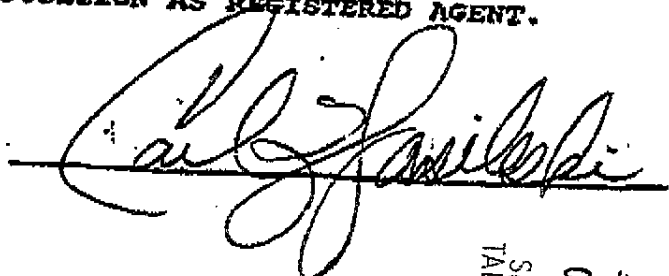
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: ANNUAL NEW SMYRNA BEACH SEAFOOD FESTIVAL, INC.

2. The name and street address of the registered agent and office is: CARL WASILESKI
507 PALM AVE.
Titusville, FL. 32796

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.



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