

9/01/98  
11:06 AM

P98000076332

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000016311 6))

TO: DIVISION OF CORPORATIONS  
(850)922-4001

FAX #:

FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN

PHONE: (305)374-7580

FAX #:

(305)350-2446

NAME: WORLD MARDI GRAS AT FT. LAUDERDALE I, INC.

AUDIT NUMBER.....H98000016311

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$131.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

EFFECTIVE DATE  
8-28-98

FILED  
98 SEP -1 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-1-98  
MM  
~~W98-20042~~

**EFFECTIVE DATE**

8-28-98

**ARTICLES OF INCORPORATION  
OF  
WORLD MARDI GRAS AT FT. LAUDERDALE I, INC.**

98 SEP -1 PM 4: 25  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I -- NAME**

The name of this corporation is World Mardi Gras at Ft. Lauderdale I, Inc.

**ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

12000 Biscayne Boulevard, Penthouse 810  
Miami, Florida 33181.

**ARTICLE III -- PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV -- CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

12000 Biscayne Boulevard, Penthouse 810  
Miami, Florida 33181.

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Thomas K. Ireland	12000 Biscayne Boulevard Penthouse 810 Miami, Florida 33181.

This instrument prepared by:  
Steven D. Lear, Esq.  
Florida Bar No. 184681  
BILZIN SUMBERG DUNN PRICE & AXELROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580

ARTICLE VI -- COMMENCEMENT

This corporation shall commence on August 28, 1998 at 12:01 a.m.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Thomas K. Ireland	12000 Biscayne Boulevard Penthouse 810 Miami, Florida 33181.
Noah Lazes	c/o Ark South, Inc. 2767 North Highway Denver, North Carolina

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Thomas K. Ireland	12000 Biscayne Boulevard Penthouse 810 Miami, Florida 33181.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

Fax Audit No. H98- 16311

ARTICLE X - INDEMNIFICATION

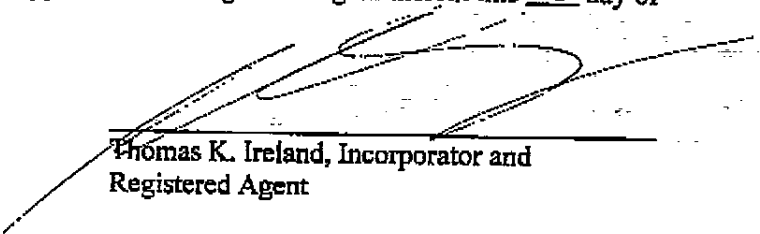
This corporation shall indemnify any officer, director and incorporator, or any former officer, director and incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this ~~28~~ day of

~~July~~  
AUGUST, 1998.

  
\_\_\_\_\_  
Thomas K. Ireland, Incorporator and  
Registered Agent

72642/09558/0197599.02

FILED  
98 SEP - 1 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit No. H98- 16311