

Document Number Only
F96000000015

C T CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, Florida 32301

City State Zip Phone
 904-222-1092

CORPORATION(S) NAME

200001675552
 01/02/96--01070--022
 *****70.00 *****70.00

TFC Management, Inc.
 alpha
 Freeman Management Corporation

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CERTIFIED COPY OF RESOLUTION

**CORPORATION ADOPTING A FICTITIOUS NAME FOR USE
IN THE STATE OF FLORIDA**

I, THE UNDERSIGNED Assistant Secretary, DO HEREBY
CERTIFY THAT THE FOLLOWING IS A TRUE, COMPLETE AND CORRECT COPY OF A
CERTAIN RESOLUTION OF THE BOARD OF DIRECTORS OF TFC Management, Inc., A
CORPORATION DULY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF
Texas, WHICH RESOLUTION WAS DULY ADOPTED AT A DULY
CALLED MEETING OF THE SAID BOARD, HELD ON December 28 19 95, A
QUORUM BEING PRESENT, AND IS SET FORTH IN THE MINUTES OF THE SAID MEETING;
THAT I AM THE KEEPER OF THE CORPORATE SEAL AND OF THE MINUTES AND RECORDS
OF THIS CORPORATION; AND THAT THE SAID RESOLUTION HAS NOT BEEN RESCINDED
OR MODIFIED;

"RESOLVED THAT TFC Management, Inc.
ORGANIZED AND EXISTING IN THE STATE OF Texas,
HEREBY ADOPTS THE NAME Freeman Management Corporation
FOR USE IN THE STATE OF FLORIDA FOR ALL PURPOSES; AND
FURTHER RESOLVED THAT THE OFFICERS OF THE CORPORATION
ARE AUTHORIZED AND DIRECTED TO TAKE ALL STEPS THAT THEY
DEEM NECESSARY AND APPROPRIATE TO QUALIFY THE CORPORATION
TO DO BUSINESS WITHIN THE STATE OF FLORIDA UNDER THE NAME
OF Freeman Management Corporation; AND
RESOLVED FURTHER THAT ALL ACTIVITIES AND BUSINESS OF THE
CORPORATION WITHIN THE STATE OF FLORIDA SHALL BE CARRIED
OUT UNDER THE NAME Freeman Management Corporation

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IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED
THE SEAL OF THE SAID CORPORATION, ON THIS THE 28th DAY OF
December 19 95.



GEORGE H. REINSCHMIDT, Assistant Secretary

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. TFC MANAGEMENT, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Texas

(State or country under the law of which it is incorporated)

3. 75-2623264

(FEI number, if applicable)

4. December 4, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification.

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 8801 Ambassador Row, Dallas, Texas 75247-4622

(Current mailing address)

8. Management of trade show and convention support businesses.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application. 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 relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

Daniel R. Glafz

Ass't Vice President

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RICHARD G. HUBER, Vice President, Controller

(Typed or printed name and capacity of person signing application)

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TFC MANAGEMENT, INC.

Officers	Title	Business Address
Donald S. Freeman, Jr.	Chairman/Chief Executive Officer	8801 Ambassador Row Dallas, Texas 75247
Dale Van Ort	President	8801 Ambassador Row Dallas, Texas 75247
Robert Lozier	Executive Vice President	8801 Ambassador Row Dallas, Texas 75247
Ellis E. Moseley	Executive Vice President	8801 Ambassador Row Dallas, Texas 75247
Keith Kennedy	Executive Vice President - Sullivan Transfer	8801 Ambassador Row Dallas, Texas 75247
Carrie L. Freeman	Executive Vice President - Freeman Exhibit	8801 Ambassador Row Dallas, Texas 75247
A. Craig Smith	Executive Vice President - AVW Audio Visual	8801 Ambassador Row Dallas, Texas 75247
George H. Reinschmidt	Vice President/Finance, Treasurer and Assistant Secretary	8801 Ambassador Row Dallas, Texas 75247
Richard G. Huber	Vice President/Controller	8801 Ambassador Row Dallas, Texas 75247
Laurent Arnaudet	Vice President/Sales	8801 Ambassador Row Dallas, Texas 75247
Sandra L. Dowie	Secretary	8801 Ambassador Row Dallas, Texas 75247
Robert E. McDonald	Assistant Secretary	8801 Ambassador Row Dallas, Texas 75247

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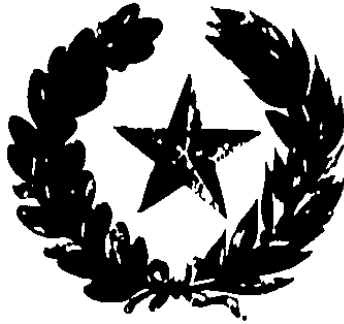
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TFC MANAGEMENT, INC.

Board of Directors	Title	Business Address
Sandra L. Dowie	Director	8801 Ambassador Row Dallas, Texas 75247
Donald S. Freeman, Jr.	Director	8801 Ambassador Row Dallas, Texas 75247
Rolland E. Grefe	Director	8801 Ambassador Row Dallas, Texas 75247
Keith E. Kennedy	Director	8801 Ambassador Row Dallas, Texas 75247
Robert D. Lozier	Director	8801 Ambassador Row Dallas, Texas 75247
Sam Passman	Director	8801 Ambassador Row Dallas, Texas 75247
Dale Van Ort	Director	8801 Ambassador Row Dallas, Texas 75247
George H. Reinschmidt	Director	8801 Ambassador Row Dallas, Texas 75247
Casey Wall	Director	8801 Ambassador Row Dallas, Texas 75247

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The State of Texas

SECRETARY OF STATE

**IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of**


TFC MANAGEMENT, INC.

were filed in this office and a certificate of incorporation was issued on
DECEMBER 4, 1995;

**IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.**

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on December 19, 1995.*





Antonio O. Garza, Jr.
Secretary of State

DEM