

**CORPORATE
ACCESS,
INC.**

1116-D Thomaville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Foreign

1.) S.M./Pace, Inc.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
(CORPORATE NAME & DOCUMENT #)

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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

*Must be filed
Simultaneous*

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DIVISION OF CORPORATIONS
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Application by
SM/PACE, INC.
for Authorization as a Foreign Corporation
to Transact Business in Florida

IN COMPLIANCE WITH SECTION 607.1503 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER SM/PACE, INC. TO TRANSACT BUSINESS AS A FOREIGN CORPORATION IN THE STATE OF FLORIDA:

1. The Name of the corporation is: SM/PACE, INC.
2. The corporation was incorporated under the laws of the State of Texas.
3. The date of incorporation was: March 5, 1987.
4. The duration of the corporation is: Perpetual.
5. The corporation's federal employer identification number is 74-1855786.
6. The date the corporation first transacted business in the State of Florida is: 7/17/96. The corporation proposes to engage in business upon obtaining a certificate of authority from the Department of State.
7. The corporation's current mailing address is: 515 Post Oak Blvd., Suite 300, Houston, Texas 77027.
8. The nature of the business in which the corporation is engaged or proposes to be engaged in the state of Florida is: Operation of an amphitheatre.
9. Names and addresses of officers and or directors:

A. Directors:

Allen J. Becker
515 Post Oak Blvd.
Suite #300
Houston, Texas 77027

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B. Officers:

Brian E. Becker - Chief Executive Officer
515 Post Oak Blvd.
Suite #300
Houston, Texas 77027

Louis Messina - President
515 Post Oak Blvd.
Suite #300
Houston, Texas 77027

Rodney Eckerman - Vice President
515 Post Oak Blvd.
Suite #300
Houston, Texas 77027

Jeffrey B. Lewis - Secretary
515 Post Oak Blvd.
Suite #300
Houston, Texas 77027

Robert S. Zlotnik - Treasurer
515 Post Oak Blvd.
Suite #300
Houston, Texas 77027

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10. Name and Street address of Florida registered agent:

KTG&S Registered Agent Corp.
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

11. Registered agent's 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, the undersigned hereby accepts the appointment as such registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and that it is familiar with and accepts the obligations of its position as registered agent.

KTG&S Registered Agent Corp.

By: Marc H. Auerbach
Marc H. Auerbach, President

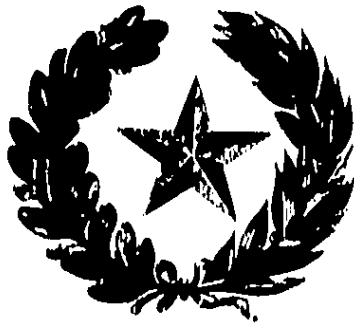
12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

IN WITNESS WHEREOF, the undersigned, as the ^{Vice} President of SM/PACE, INC., has executed the foregoing Application for Authorization as a Foreign Corporation to Transact Business in Florida on this 29 day of May, 1996.

By: Rodney Eckerman
Rodney Eckerman
Vice President

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

SM/PACE, INC.
CHARTER NO. 1030377-00

were filed in this office and a certificate of incorporation was issued on

MARCH 05, 1987;

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

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*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 May 20, 1996.*

107.

Antonio O. Garza, Jr.
Secretary of State

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