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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 12 / 8

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****155.00 ****155.00

Corporation(s) Name

Miami ? Las Vegas Acquisition LLC

☐ Profit ☐ Amendment ☐ Merger
☐ Nonprofit

☒ Foreign ☐ Dissolution ☐ Mark
☒ LLC ☐ Withdrawal

☐ Limited Partnership ☐ UBR ☐ Other
☐ Reinstatement ☐ Fictitious Name ☐ Ch. RA
☐ UCC ☐ 1 or ☐ 3

***Special Instructions**

☒ Certified Copy ☐ Photocopies ☐ CUS
☐ parts/amends/mergers ☐ Other-See Above

☒ Walk in ☒ Pick-up ☐ Will Wait

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

12-8-00

APPROVED
AND
FILED
00 DEC -8 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Miami & Las Vegas Acquisition LLC
(Name of foreign limited liability company)
2. Miami & Las Vegas Acquisition LLC Delaware 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. October 18, 2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. No business has yet been transacted by Miami & Las Vegas Acquisition LLC in the State of Florida. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1 Concorde Gate, Suite 800, Toronto, Ontario M3C 3N6, Canada

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

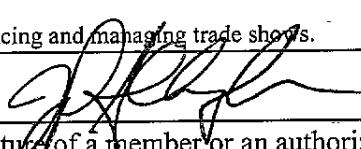
9. The usual business addresses of the managing members or managers are as follows:

1 Concorde Gate, Suite 800, Toronto, Ontario M3C 3N6, Canada

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Organizing, promoting, producing and managing trade shows.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

J. Paul Allingham, Secretary

Typed or printed name of signee

APPROVED
AND
FILED
00 DEC -8 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

MIAMI LAS VEGAS ACQUISITION LLC

2. The name and the Florida street address of the registered agent are:

CT Corporation System

NAME

1200 South Pine Island Road

Florida street address (P. O. Box NOT ACCEPTABLE)

Plantation

FL

33324

CITY, STATE AND ZIP

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan

SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

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AND
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00 DEC -8 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIAMI & LAS VEGAS ACQUISITION LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 083804

DATE: 12-07-00

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APPROVED
AND
FILED
00 DEC -8 PM 12:05
SECRETARY OF STATE
ALLAHASSEE, FLORIDA