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PALM BEACH OFFICE

120 BUTLER STREET

November 24, 1999

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Our Client No.: 6411.1

Miami-Dade County Fair & Exposition, Inc.

Dear Sir/Madam:

J. PATRICK FITZGERALD

OF COUNSEL:

SUZANNE A. DOCKERTY

ROBERTO J. DIAZ

JORGE A. MESTRE JOSE M. FERRER

> I have enclosed an amendment to the charter of Dade County Youth Fair and Exposition, Inc. Pursuant to the statutory requirements for amending the charter of this corporation, I have enclosed a conformed copy of the Circuit Court's approval of this amendment and the endorsement of approval of the Department of Agriculture.

> Please record the enclosed documents and return one certified copy to our office. A check in the amount of \$43.75 is enclosed in payment of the required fee.

Thank you for your assistance with this matter. contact me if you require anything further to complete this

process.

Sincerely yours,

RJD/mim/RJD57/MDCYF-STATE-DEPT-REC.LTR Enclosures

AMENDMENT TO THE CHARTER

DADE COUNTY YOUTH FAIR AND EXPOSITION, INC. TALLANDERS The following amendment to the Amended and Restated Charter was duly adopted by unanimous vote of the Members at a meeting duly called and noticed for such purpose held on September 22, 1999, and at which time the number of votes cast was sufficient for approval, pursuant to the authority and provisions of Chapter 616 of Florida Statutes and the existing Amended and Restated Charter and Bylaws of Dade County Youth Fair and Exposition, Inc.

Be it resolved that Articles I, II, and XII shall be amended, effective on the date of filing of this amendment with the Secretary of State, to read as follows:

ARTICLE I - NAME

The name of this association shall be: MIAMI-DADE COUNTY FAIR & EXPOSITION, INC.

ARTICLE II - LOCATION

The location of the principal office for the conduct of the affairs of the Association shall be at Miami, Miami-Dade County, State of Florida.

ARTICLE XII - AMENDMENT OF CHARTER

The Charter of the Association may be amended from time to time in conformity with the By-Laws and upon majority vote of duly qualified members present at any meeting called therefore, provided, that notice of said proposed amendment or amendments shall have been given in writing to all members not less than thirty (30) days prior to the date of said meeting. Upon the adoption of such an amendment, the same shall be presented for approval to a Circuit Judge of the 11th Judicial Circuit, in and for Miami-Dade County, and shall upon the recording of the same by the Clerk of the Circuit Court become and be a part of this Charter.

IN WITNESS WHEREOF we, the undersigned, have hereunto set our hands this may of the purpose of amending this non-profit fair association under the laws of the State of Florida.

Dade County Youth Fair and Exposition, Inc

Witnesses

CERTIFICATION

I, the undersigned secretary of Dade County Youth Fair and Exposition, Inc., do hereby certify that the following is a true and correct copy of the Resolution unanimously adopted at the annual meeting of the Members of the Dade County Youth Fair and Exposition, Inc. duly called for and held on September 22, 1999, at which a majority of members were present:

BE IT RESOLVED, that the Amended and Restated Charter be and is hereby amended to read as per the foregoing amendment.

I FURTHER CERTIFY that there have been no changes, alterations or amendments and that therefore, said RESOLUTION is still in full force and effect and that it is in no conflict with any of the provisions of the Charter or Bylaws governing this corporation.

-	- ~ A	_
WITNESS my hand at Mi 1999.	ami this Z day	of . DETOBSK 1929
	Richard N. Kazn	zman Secretary
STATE OF FLORIDA)) ss:	,
COUNTY OF DADE)	, 55.	
	9, by Richard N. Exposition, Inc.	dged before me this hay Krinzman, as Secretary of He is personally known as identification.
My Commission Expires:		V
		LISSETTE M. YANES MY COMMISSION # CC 6/36:

RJD/mim/RJD52/DCYF-CHARTER.AMEND

EXPIRES: December 20, 200 Bonded Thru Notary Public Underwiders IN THE CIRCUIT COURT OF THE 11TH JUDICIAL CIRCUIT IN AND FOR MIAMI-DADE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

Case No.: 99-26112 CA 08

IN RE: DADE COUNTY YOUTH FAIR AND EXPOSITION, INC.

Amendment to Charter

FINAL ORDER AS TO ALL PARTIES

ORDER APPROVING AMENDMENT TO CHARTER OF THE DADE COUNTY YOUTH FAIR AND EXPOSITION, INC.

THIS CAUSE came on to be heard before me, one of the judges of the above entitled court, upon the tendering of a Petition for Judicial Approval for Amendment to Charter of Dade County Youth Fair and Exposition, Inc.,

IT IS HEREBY ORDERED AND ADJUDGED:

The proposed amendment to charter as set out in the attached

Corporate Resolution is hereby approved pursuant to Chapter 616,

Florida Statutes.

DONE AND ORDERED in Chambers in Miami, Florida, this

NOV 1 9 1999

GISELA CARDONNE
Circuit Court Judge

Copy furnished to:

Roberto J. Diaz, Esq.

RJD/mim/RJD56/DCYF-ORD-AMEND-JUDG.LTR

ENDORSEMENT OF APPROVAL TO AMEND CHARTER

AMENDED CHARTER OF THE DADE COUNTY YOUTH FAIR AND EXPOSITION, INC.

THE ABOVE and foregoing instrument having been duly presented to the Florida Department of Agriculture and Consumer Services, Division of Marketing and Development, Fair and Expositions, and the same having been found to be in proper form and for an object authorized by Section 616.05, Florida Statutes, it is hereby approved in accordance with the provisions of said statute.

DATED IN THE offices of Division of Marketing and Development, at Tallahassee, Florida, this 28th day of October, 1999.

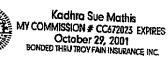
Carl Penn, Fairs and Expositions

STATE OF FLORIDA COUNTY OF LEON

I certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Carl Penn, Division of Marketing and Development, Fairs and Expositions, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this <u>28th</u> day of <u>October</u>, 1999.

Kadhre Su Mothi



My Commission expires:

10-29-01