

NO1000006247

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WILLIAM ONEIL
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520 Harbor Gate Way
Longboat Key, FL 34228-3502

August 28, 2001

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

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-08/30/01--01080--013
105.00 **70.00

Re: FLORIDA GOVERNMENT EXPO, INC, Articles of Dissolution and
FLORIDA GOVERNMENT EXPO, INC Articles of Incorporation

Gentlemen,

On August 3rd I sent you articles of incorporation of a new Florida corporation, FLORIDA GOVERNMENT EXPO, INC. by name, which you filed on August 6th. Unfortunately I made a mistake. The articles were for a regular corporation but were supposed to be for a non-profit. What I'm enclosing now is to correct my error. The enclosures are:

1. Articles of Dissolution pursuant to 607.1401, Florida Statutes of the for-profit corp.
2. Affidavit Of Waiver Of Right To Revocation.
3. Articles of Incorporation of a new not-for-profit corporation named FLORIDA GOVERNMENT EXPO, INC
4. My check for \$105 consisting of \$35 for the dissolution of the old corporation, and \$70.00 for the filing fee and registered agents fee for the new corporation.

Sorry for the inconvenience. If I've made any errors, or if I'm missing anything please call me so I can correct whatever needs correction immediately.

Thank you.

Very Truly Yours,

WOneil

William Oneil
Atty for Florida Government Expo, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK AUG 31 2001

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AFFIDAVIT OF WAIVER OF RIGHT TO REVOCATION

STATE OF FLORIDA

COUNTY OF SARASOTA

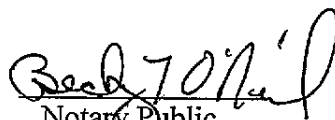
BEFORE me, the undersigned authority, personally appeared William ONeil, who, being duly sworn, deposes and says:

1. My name is William ONeil. I am the incorporator of a for-profit corporation named Florida Government Expo, Inc filed with the Florida Secretary of State on August 6, 2001 under document number P01000078487.
2. On August 28, 2001 I executed Articles of Dissolution, dissolving Florida Government Expo, Inc pursuant to the terms of Section 607.1401, Florida Statutes.
3. At the same time I executed Articles of Incorporation forming a new, not-for-profit Florida corporation with the same name, to wit: Florida Government Expo, Inc, formed in compliance with Chapter 617, Florida Statutes.
4. In order to induce the Florida Secretary of State to permit me to incorporate the new, not-for-profit corporation using the same name (Florida Government Expo, Inc) as the one I just dissolved, I hereby waive the right to revoke dissolution provided in sections 607.1404 Florida Statutes.

FURTHER AFFIANT SAYETH NAUGHT.


William ONeil, AFFIANT

Sworn to and subscribed before me this 28 day of Aug, 2000, by William ONeil, who is personally known to me or who has produced NA as identification.


Notary Public
State of Florida



ARTICLES OF INCORPORATION
OF
FLORIDA GOVERNMENT EXPO, INC

Articles of Incorporation of the under-signed, a majority of whom are citizens of the United States, desiring to form a Not-For-Profit Corporation in Compliance with Chapter 617, Florida Statutes, do hereby certify:

ARTICLE I - NAME

The name of the corporation shall be: FLORIDA GOVERNMENT EXPO, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 520 Harbor Gate Way, Longboat Key, Fl 34228.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - DIRECTORS

The board of directors shall consist of three or more individuals, with the number specified in the bylaws.

ARTICLE V - MANNER OF ELECTION

The manner in which the directors are elected or appointed is by majority vote of the members

ARTICLE VI - INITIAL REGISTERED AGENT
AND STREET ADDRESS

The name and Florida street address of the registered agent is:

William Oneil
520 Harbor Gate Way
Longboat Key, Fl 34228

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:

William Oneil
520 Harbor Gate Way
Longboat Key, Fl 34228

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TALLAHASSEE, FLORIDA

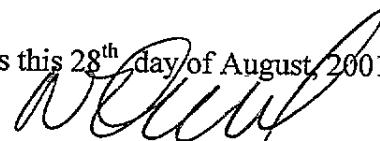
ARTICLE VIII - EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this 28th day of August, 2001.

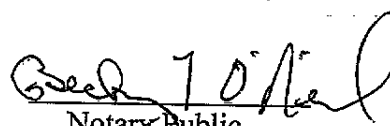

William O'Neil

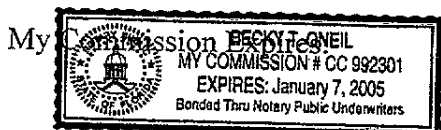
STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day personally appeared William O'Neil to me well known to be the person that executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State above named, this 28th day of August, 2001.


Notary Public
State of Florida at Large



CERTIFICATE OF REGISTERED AGENT
of FLORIDA GOVERNMENT EXPO, INC

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the articles, to wit: 520 Harbor Gate Way, Longboat Key, Fl 34228, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

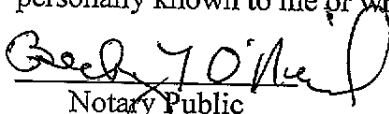
Dated this 28th day of August, 2001.


William O'Neil

STATE OF FLORIDA

COUNTY OF SARASOTA

Sworn to and subscribed before me this 28th day of August, by William O'Neil, who is personally known to me or who has produced N/A as identification.


Notary Public
State of Florida at Large



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA