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MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32598-1831

March 2, 2004

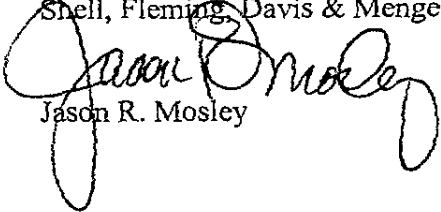
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Pensacola Christmas Market, INC.

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the ARTICLES OF INCOPRORATION for the above organization. I would appreciate your filing the original Articles and returning a stamped copy to me in the enclosed pre-addressed, self-stamped envelope. A check #011908 in the amount of \$70.00 for the required filing fee is enclosed.

Yours sincerely,
Shell, Fleming, Davis & Menge


Jason R. Mosley

JRM:rm
Enclosures
MM234.00000

Jason R. Mosley GAVE
AUTHORIZATION BY PHONE TO
CORRECT add principal address
DATE 3/11/04
DOC. EXAM V2

**ARTICLES OF INCORPORATION
OF**

PENSACOLA CHRISTMAS MARKET, INC.,

A FLORIDA CORPORATION NOT FOR PROFIT

FILED
04 MAR -4 PM 3:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1. Name. The name of the Corporation is: PENSACOLA CHRISTMAS MARKET, INC. 9455 Scenic Highway, Pensacola, FL 32514

ARTICLE 2. Not For Profit. The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE 3. Duration. The duration of the Corporation is perpetual.

ARTICLE 4. Purposes. The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To do charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or other-wise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5. Limitation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees, Directors, Officers, or other private person, 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 4 (Purposes) 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 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 corresponding section of any future Federal tax code).

ARTICLE 6. Members. The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Pedro Santiago Barrera	9455 Scenic Highway, Pensacola, FL 32514

ARTICLE 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 9455 Scenic Highway, Pensacola, FL 32514, and the name of its initial Registered Agent at that address is Pedro Santiago Barrera .

ARTICLE 8. Initial Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Pedro Santiago Barrera	9455 Scenic Highway, Pensacola, FL 32514
Alexandra Barrera	9455 Scenic Highway, Pensacola, FL 32514
Jason R. Mosley	226 S. Palafox Street, Pensacola, FL 32502

ARTICLE 9. Officers. The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (any may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and

address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Pedro Santiago Barrera	9455 Scenic Highway, Pensacola, FL 32514
Secretary	Pedro Santiago Barrera	9455 Scenic Highway, Pensacola, FL 32514
Treasurer	Pedro Santiago Barrera	9455 Scenic Highway, Pensacola, FL 32514

ARTICLE 10. Incorporators. The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Pedro Santiago Barrera	9455 Scenic Highway, Pensacola, FL 32514

ARTICLE 11. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE 12. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes (1987), as amended from time to time, shall govern the Bylaws.


ARTICLE 13. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE 14. Non-stock Basis. The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE 15. Dissolution. Upon 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, i.e., charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose.

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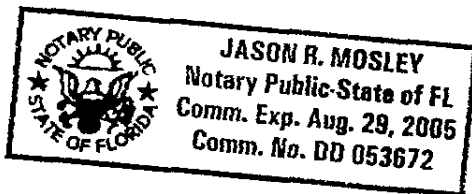
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 1st day of March, 2004.

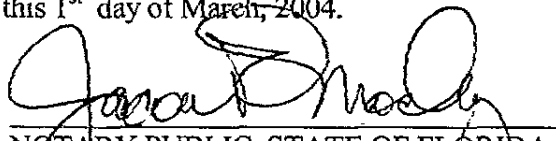

Pedro Santiago Barrera

**STATE OF FLORIDA
COUNTY OF ESCAMBIA**

BEFORE ME personally appeared Pedro Santiago Barrera, to me well known and known to me to be the persons described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of March, 2004.

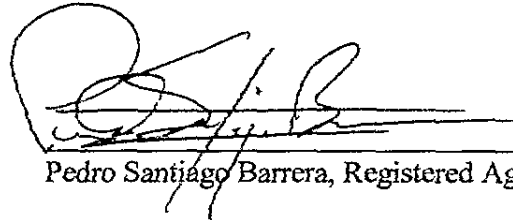



NOTARY PUBLIC, STATE OF FLORIDA
Jason R. Mosley
Commission Number: DD053672
Commission Expiration Date: 08/29/05

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of PENSACOLA CHRISTMAS MARKET, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 1st day of March, 2004.


Pedro Santiago Barrera, Registered Agent

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TALLAHASSEE, FLORIDA