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ROBERT McK. FOSTER
OF COUNSEL

ROBERT M. FOSTER (1893-1958)

July 20, 1998

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

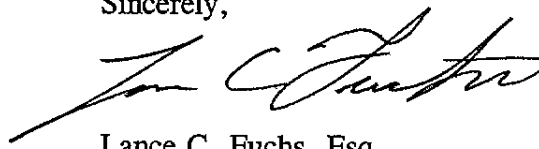
Re: Florida Federation of Fairs and Livestock Shows, Inc.

To Whom It May Concern:

This firm represents the Florida Federation of Fairs and Livestock Shows, Inc. Enclosed is their Amended and Restated Articles of Incorporation as well as a check in the amount of \$35.00 for the filing fee.

Should your office require any further documentation, please do not hesitate to call or write.

Sincerely,



Lance C. Fuchs, Esq.

Enclosures
cc: client

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-07/24/98--01059--013
*****35.00 *****35.00

*Lance Fuchs gave Authorization
to ~~correct~~ Correct the Corporate name,
7/30 JD*

lcf/federati/corp.ltr

VS JUL 30 1998

Amended & Restated Art.

FILED
JUL 24 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
TO THE
FLORIDA FEDERATION OF FAIRS AND LIVESTOCK SHOWS**

FILED
98 JUL 24 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 617, the undersigned being the president and a director of the nonprofit corporation, and on behalf of the membership, does hereby file these Amended and Restated Articles of Incorporation to the Florida Federation of Fairs and Livestock Shows, Inc.

ARTICLE I

NAME

The name of the corporation shall be: Florida Federation of Fairs and Livestock Shows

ARTICLE II

PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be: P.O. Box 1244, Brandon, FL 33509-1244.

ARTICLE III

PURPOSES

The specific purposes for which the corporation is organized are:

- (a) To further the interest in, and the material and educational development of, Agriculture and Industry in the State of Florida;
- (b) To encourage and assist in the maximum educational development and improvement of fairs, livestock shows and expositions;
- (c) To encourage and foster a spirit of cooperation among its members;
- (d) To exchange ideas on publicity and details of management as well as any other issues of general interest;
- (e) To coordinate efforts in setting dates of the various activities so that there may be minimum of conflicts;
- (f) To serve as a public relations medium;

(g) To hold annual and special meetings;

(h) To maintain beneficial international, national and interstate contacts offered by annual membership in the International Association of Fairs and Expositions

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner and method in which the directors are elected and appointed shall be stated in the bylaws.

ARTICLE V

REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is: Mozelle Williams, 619 Valley Hill Drive, Brandon, FL 33610.

ARTICLE VI

INCORPORATORS

The names and addresses of the original incorporators to the Articles are fully set forth in the original Articles filed with the Secretary of State, said provision being incorporated herein by reference.

The foregoing amendments and restatement to the articles of incorporation were duly adopted by the membership on May 9, 1998 and the number of votes cast for the restatement and amendment was sufficient for approval.

In witness whereof, the undersigned, President and a Director of this nonprofit corporation has executed these articles of restatement and amendment on May 9, 1998.

Florida Federation of Fairs and Livestock Shows, Inc.

By: Richard J. Vmlatic
President, Director
Print name: RICHARD J. VMLATIC

Having been named as registered agent and to accept service of process for the above

stated corporation 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.

Mozelle Williams
Mozelle Williams, Registered Agent

5/9/98
Date