

N96000004497

WALTER B. LEBOWITZ
12555 Biscayne Blvd, Suite 924
MIAMI, FLORIDA 33181
Phone (305) 893-0000
Fax: (305) 893-0007

July 19, 1996

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

900001301449
-07/23/96--01042--019
*****70.00 *****70.00

Re: CONQUEST OF PARADISE, Inc.

Gentleman:

Enclosed please find my MONEY ORDER in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new NON PROFIT corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

You will find enclosed an AUTHORITY TO USE NAME that was signed by the president and director of a for profit corporation that used the same name. The same is notarized.

If there is any problem with the above please call the undersigned.

I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,

Walter B. Lebowitz

JUL 24 1996

BSB

W96-155719



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 25, 1996

WALTER B. LEBOWITZ
12555 BISCAYNE BLVD.
SUITE 924
MIAMI, FL 33181

SUBJECT: CONQUEST OF PARADISE
Ref. Number: W96000015579

We have received your document for CONQUEST OF PARADISE and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 396A00035793

AUTHORITY TO USE NAME

KNOW ALL MEN BY THESE PRESENTS that I, JURGEN FLEISCHMANN, in my capacity of President of Conquest of Paradise, Inc. A Florida Corporation, (For Profit), do hereby release said name to a Non-Profit Corporation of the same name that is to be formed in the State of Florida.

Giving and granting unto the above named Corporation the right to use the same name for their Non Profit corporation.

Said new Corporation shall have full power and authority to use the name from this date forward.

The undersigned, hereby confirms that he has no intention of reinstating the old corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 13th day of July, 1996.

Sealed and delivered in the presence of

Walter B. Levarity
Notary Public

JURGEN FLEISCHMANN

(SEAL)

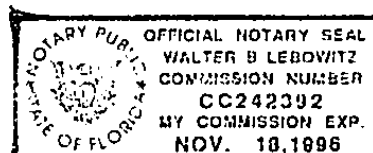
STATE OF FLORIDA
COUNTY OF DADE

BE IT KNOWN, That on the 13th day of July, 1996, before me, a Notary Public in and for the State of Florida, duly commissioned and sworn, personally came and appeared: JURGEN FLEISCHMANN, to me personally known, and known to me to be the same person described in and who executed the within Authority to use Name, and he acknowledged the within Authority to use Name to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

This Instrument was drawn by the Law Offices of KEITH C. LEVARTY, ESQ. 12555 Biscayne Blvd., Suite 924 Miami Beach, FL 33181 (305) 893-0000

Walter B. Levarity
NOTARY PUBLIC



NONPROFIT ARTICLES OF INCORPORATION OF
CONQUEST OF PARADISE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this NOT FOR PROFIT Corporation is: CONQUEST OF PARADISE, INC.

ARTICLE II PRINCIPAL OFFICE

The address of the principal office, place of business, and mailing address of the Corporation shall be: 400 South Point Drive, Suite 1608, Miami Beach, Florida 33139

ARTICLE III- DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially anything relating to the STAGING AND CREATING OF AN ANNUAL FESTIVAL, SHOW, PARADE AND CULTURAL EVENT.

ARTICLE V - MANNER OF APPOINTMENT OF DIRECTORS

The manner in which the Directors are to be elected or appointed shall be stated and set out in the Bylaws of this Nonprofit organization.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12555 Biscayne Boulevard, Suite 924, Miami, Florida 33181 and the name of the initial registered agent of this Corporation at that address is, WALTER B. LEBOWITZ.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The names and addresses of the initial Board of Directors of this corporation is/are:

NAME	ADDRESS
Jurgen Fleischmann,	400 South Point Drive, Suite 1608, Miami Beach, Florida 33139, Director - President

ARTICLE VII - INCORPORATORS

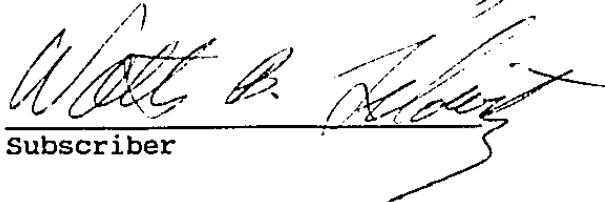
The name and street address of each incorporator signing these Articles of incorporation is/are:

NAME	ADDRESS
Walter Lebowitz,	12555 Biscayne Boulevard, Miami, Florida 33181.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator has executed these Articles of Incorporation this 19th day of July, 1996.


Subscriber

96 AUG 26 PM 1:42

ALLAINE FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

WALTER B. LEBOWITZ HAVING A BUSINESS OFFICE at 12555 Biscayne Blvd., Suite 924, Miami, FL 331381 and, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 67.050, Florida Statutes.


WALTER B. LEBOWITZ