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July 22, 1998

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

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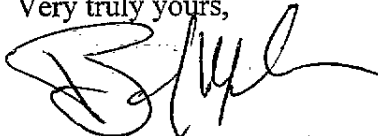
Re: Orlando Jazz Festival, Inc

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file same and return your certificate with one copy of the Articles time stamped from your office.

Thank you for your time and cooperation in this matter.

Very truly yours,



Barry L. Miller
Attorney at Law

BLM/mda

FILED
98 JUL 24 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ml 7/28/98

**Articles of Incorporation
of
Orlando Jazz Festival, Inc.**

FILED

98 JUL 24 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, we, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Orlando Jazz Festival, Inc., hereinafter referred to as the "Corporation".

ARTICLE II

PRINCIPAL OFFICE

The Principal office of the Association is located at 7658 Torino Ct., Orlando, Florida 32835

ARTICLE III

Registered Agent

Barry L. Miller, whose address is 33 N. Summerlin Avenue, Orlando, Florida 32801, is hereby appointed the initial Registered Agent of the Association.

ARTICLE IV

PURPOSE, POWERS AND DUTIES OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the organization of an annual jazz festival. Any additions thereto as may hereafter be brought within the jurisdiction of this Corporation, and, in furtherance of these purposes, to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain By-Laws and as the same may be amended from time to time as therein provided, said By Laws being incorporated herein as if set forth at length;
- (b) to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the Corporation;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(d) borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) participate in mergers and consolidation with other non-profit corporations organized for the similar purposes, provide that any such merger, consolidation or annexation shall have the assent of two-thirds of the members;

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise; and

ARTICLE V

MEMBERSHIP

Each member of the Corporation shall have membership in the Corporation, which membership shall be held by the person or entity, or in common by the persons or entities. Membership requirements shall be set forth in the By-Laws.

ARTICLE VI

VOTING RIGHTS

The Corporation shall have one class of voting membership:
Member(s) shall be dues paying members as set forth in the By-Laws.

ARTICLE VII

BOARD OF DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) persons. The first Board of Directors shall have three (3) members, and in the future the number will be determined from time to time in accordance with the provisions of the By-laws of the Corporation. The number of Directors on the Board of Directors shall always be an odd number.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Jolynn Haven, 7658 Torino Ct, Orlando, FL 32835; Richard Ivey, 6616 Nina Rosa Dr., Orlando, FL 32819; and Dr. Brent Runnels, 1035 Austin Dr., Atlanta, GA 30307

At the first annual meeting the members shall elect three (3) directors to serve for a term of one (1) year each. At each annual meeting thereafter, the members shall elect the directors for a term of one (1) year.

ARTICLE VIII

OFFICERS

The officers of this Corporation shall be a President and a Vice-President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of appointments are:

PRESIDENT	Brent Runnels
VICE PRESIDENT	Jolynn Haven
SECRETARY	Richard Ivey
TREASURER	Jolynn Haven

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer of the Corporation, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in the good faith in the reasonable belief that such action was in the best interests of the Corporation, or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has

been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that, the court, administrative agency, or investigative board before which such action, suit or proceeding is held shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

C. The Board of Directors shall determine whether amounts for which Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE X

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any, other corporation, partnership, Corporation or other organization in which one or more of its Directors or officers are Directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI

BY-LAWS

By-Laws shall be initially adopted by the Board of Directors after which these By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the, total number of votes in each class of membership, except that the Board of Directors may amend these Articles of Incorporation without the assent of the membership to correct any ambiguities, scrivener's errors or conflicts appearing within these Articles of Incorporation.

The Corporation may be dissolved with the assent given in writing and signed by the holders of not less than three-fourths (3/4) of the total number of votes in each class of members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Corporation was created. In the event dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, Corporation, trust, or other organization to be devoted to such similar purposes. Any action under this Article is subject to the procedures and requirements of Florida Statute 617.05.

ARTICLE XIV

EXISTENCE AND DURATION

Existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Corporation shall exist in perpetuity.


ARTICLE XV

SUBSCRIBERS

The names and residence of the subscribers are as follows:

<u>Names</u>	<u>Addresses</u>
Jolynn Haven	7658 Torino Ct, Orlando, FL 32835

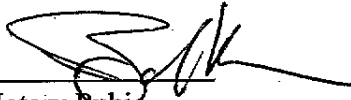
IN WITNESS WHEREOF, for the purposes of performing this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 21st day of July, 1998.


Jolynn C. Haven

STATE OF FLORIDA
COUNTY OF ORANGE

I Hereby Certify that on this day personally appeared before me, the undersigned authority, the following named persons, to-wit: Jolynn C. Haven all to me well known and well known to me to be the persons of those names described in and who executed the foregoing instrument and they acknowledged before me that they executed die said instrument as their free and voluntary act and deed for the uses and purposes therein set forth and expressed.

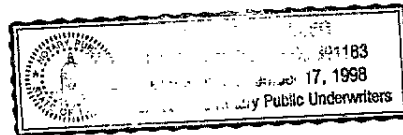
WITNESS my band and official seal this 21 day of July, 1998.



Notary Public

My Commission Expires

My Commission Number:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS FOR THIS STATE NAMING THE AGENT UPON WHOM PROCESS MAY BE
SERVED.

Pursuant to chapter 48.09, Florida Statutes, the following is submitted in compliance with said act:

THAT Orlando Jazz Festival, Inc. desiring to organize under the laws of the State of Florida, with
its principal office as indicated in the Articles of Incorporation at the City of Orlando, County of
Orange, State of Florida, has named:

Barry L. Miller, 33 N. Summerlin Ave., Orlando, FL 32801

as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at a place
designated in this certificate, I hereby accept to act in this capacity and agree to comply with the
provisions of said act relative to keeping open said office.


Barry L. Miller

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA