

N 98000006586

TRANSMITTAL LETTER

November 6, 1998

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

300002682063--6
-11/06/98--01050--021
*****78.75 *****78.75

SUBJECT: Downtown Getdowns, Inc.

Enclosed is an original and two(2) copies of the Articles of Incorporation and a check in the amount of \$78.75 for the filing fee and one certified copy.

Kenneth S. Armstrong, Jr.
307 E. Seventh Avenue
Tallahassee, FL 32303
(850) 414-0844

RECEIVED
98 NOV -5 AM 11:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1998

KENNETH S. ARMSTRONG, JR.
307 E SEVENTH AVENUE
TALLAHASSEE, FL 32303

SUBJECT: DOWNTOWN GETDOWNS, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT(P98000094251) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON-PROFIT corporation and assigned new document number N98000006586 with the original file date of November 6, 1998.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Doris McDuffie
Corporate Specialist Supervisor
New Filings Section

Letter number: 398A00055671

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the Corporation shall be the DOWNTOWN GETDOWNS, INC.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be 307 E. Seventh Avenue, Tallahassee, Florida 32303.

ARTICLE III

Purpose(s)

The corporation is organized for the specific purpose of managing and coordinating the community-wide downtown events known as Downtown Getdowns. These events are held for the benefit of the community, and proceeds support local charitable organizations.

ARTICLE IV

Election of Directors

The directors will be elected annually by majority vote of the Board of Directors.

ARTICLE V

Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:

Kenneth S. Armstrong, Jr.
307 E. Seventh Avenue
Tallahassee, Florida 32303.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Initial Board of Directors and Officers

The names and addresses of the initial Board of Directors members are as follows:

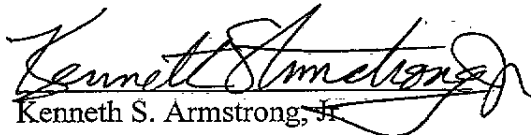
- | | | | |
|----|--|----|---|
| 1. | Kenneth S. Armstrong, Jr.
307 E. Seventh Avenue
Tallahassee, Florida 32303 | 2. | Marilyn Larson
111 S. Monroe, Suite 2000
Tallahassee, Florida 32301 |
| 3. | Sheri Murphy
200 W. College Avenue
Tallahassee, Florida 32301 | | |

ARTICLE VII

Incorporator

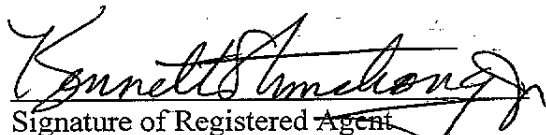
The name and address of the Incorporator to these Articles of Incorporation are:

Kenneth S. Armstrong, Jr.
307 E. Seventh Avenue
Tallahassee, Florida 32303


Kenneth S. Armstrong, Jr.

Nov. 6, 1998
Date

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.


Signature of Registered Agent

Nov. 6, 1998
Date

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TALLAHASSEE, FLORIDA