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PLEASE REPLY TO:

Lakeland

February 8, 1999

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

800002772088--9
-02/10/99-01090--009
*****70.00 *****70.00

Re: Lakeland Celebrates, Inc.

Ladies and Gentlemen:

Enclosed please find the original of the Articles of Incorporation of the above-referenced corporation, subject to your approval. We are also enclosing a check in the amount of \$70.00 representing payment of the filing fees.

Please furnish to us the acknowledgment filing of the enclosed Articles.

Your prompt attention to this matter will be sincerely appreciated.

Sincerely,



Julia L. Farless, Assistant
to Peter J. Munson

Enclosures

FILED
99 FEB 10 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROOK FEB 12 1999

ARTICLES OF INCORPORATION
OF
LAKELAND CELEBRATES, INC.
(A CORPORATION NOT FOR PROFIT)

FILED
99 FEB 10 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

The name of this corporation shall be **LAKELAND CELEBRATES, INC.**, and the principal office shall be in Lakeland, Polk County, Florida, at 35 Lake Morton Drive, Lakeland, Florida 33801.

ARTICLE II

The purpose for which this corporation is formed is as follows:

- (a) To help facilitate special events in the greater Lakeland area.
- (b) To exercise any and all corporate powers conferred by law which are consistent with and reasonably necessary and incidental to the objects and purposes of this corporation.

ARTICLE III

The membership of this corporation shall constitute all persons hereinafter named as incorporators and such other persons as, from time to time hereafter, may become members, in the manner provided in the bylaws.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
FRANK N. BUZZANCA	Post Office Box 1480 Bartow, Florida 33831-1480
KATHLEEN L. SPERRY	Post Office Box 3607 Lakeland, Florida 33802-3607
PETER J. MUNSON	Post Office Box 24628 Lakeland, Florida 33802-4628

ARTICLE VI

Section 1. 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 seven (7) individuals, unless the number is changed by by-law or changed by the Directors.

Section 2. The original Directors set forth in these Articles of Incorporation shall serve until the first annual meeting as provided for in the by-laws. Directors thereafter shall be elected to serve for a term of one (1) year, and shall be elected by the voting members in accordance with the by-laws at a regular meeting of the corporation to be held at such time as may be determined in the manner prescribed in the by-laws.

Section 3. All officers shall be elected by the Board of Directors in accordance with the by-laws at the regular annual meeting of the Board of Directors. The Board of Directors shall elect, from among the members, a President, Vice-President, Secretary, Treasurer and such other officers as they shall deem desirable, consistent with the corporate by-laws.

ARTICLE VII

The following persons shall constitute the first Board of Directors, and shall serve until the first election of the Board of Directors at the first regular annual meeting of the members:

<u>Name</u>	<u>Address</u>
FRANK N. BUZZANCA	Post Office Box 1480 Bartow, Florida 33831-1480
KATHLEEN L. SPERRY	Post Office Box 3607 Lakeland, Florida 33802-3607
PETER J. MUNSON	Post Office Box 24628 Lakeland, Florida 33802-4628

ARTICLE VIII

The corporate powers of the corporation shall be as provided for in Section 617.0302, Florida Statutes.


ARTICLE IX

The street address of the initial registered office of this corporation shall be 100 East Main Street, Lakeland, Florida 33801, and the name of the registered agent of this corporation at that address is **PETER J. MUNSON**.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Lakeland, Polk County, Florida, this 5th day of February, 1999.


FRANK N. BUZZANCA, Incorporator


KATHLEEN L. SPERRY, Incorporator



PETER J. MUNSON, Incorporator

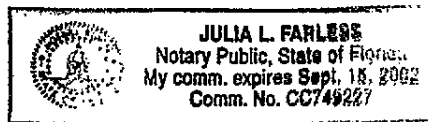
STATE OF FLORIDA

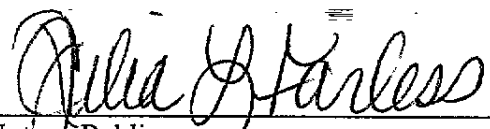
COUNTY OF POLK

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take acknowledgments, **FRANK N. BUZZANCA, KATHLEEN L. SPERRY** and **PETER J. MUNSON**, to me well known and known to me to be the subscribers described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Lakeland, Polk County, Florida, this 5th day of February, 1999.

(SEAL)





Notary Public
My Commission Expires: _____

To: The Department of State
Tallahassee, Florida 32304

FILED
99 FEB 10 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following
is submitted:

LAKELAND CELEBRATES, INC., with its place of business at 35 Lake Morton Drive,
Lakeland, Polk County, Florida, has named **PETER J. MUNSON**, located at 100 East Main
Street, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

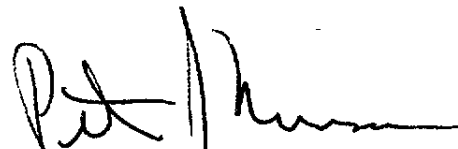
Dated: February 5th, 1999.

LAKELAND CELEBRATES, INC., a
Florida not for profit corporation

By: 
FRANK N. BUZZANCA, President

Having been named to accept service of process for the above-stated corporation at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida
General Corporation Act.

Dated: February 5th, 1999.


PETER J. MUNSON, Registered Agent