



THE UNITED STATES
CORPORATION
COMPANY

FILED

00 FEB -7 AM 11:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 578162 81507A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizit

ORDER DATE : February 7, 2000

ORDER TIME : 10:07 AM

100003125451--8

ORDER NO. : 578162-005

CUSTOMER NO: 81507A

CUSTOMER: Ms. Susan G. Page
LYONS, BEAUDRY & HARRISON, P.A.
LYONS, BEAUDRY & HARRISON, P.A.
1605 Main Street, Suite 1111

Sarasota, FL 34236

DOMESTIC FILING

NAME: CITYFEST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB -7 AM 10:44

RECEIVED

PH 2/7/2000

Articles of Incorporation

Of

CityFest, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation shall be CityFest, Inc., and its principal place of business shall be 2621 Mall Drive, Sarasota, Florida 34231.

ARTICLE II. - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock with no par value.

ARTICLE IV. - TERM AND COMMENCEMENT OF EXISTENCE

This corporation is to exist perpetually. The date of commencement of corporate existence is the date of filing of Articles of Incorporation.

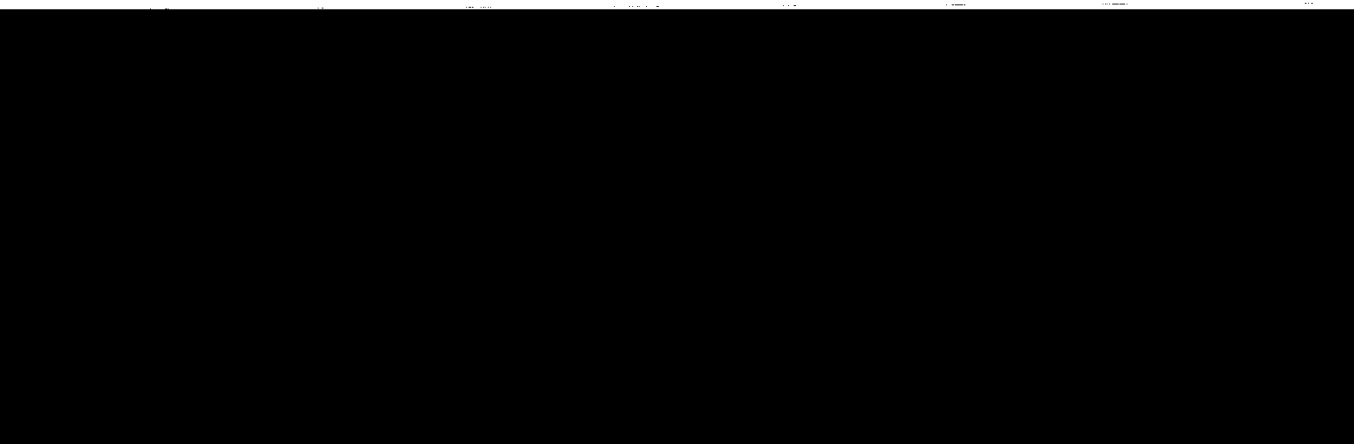
ARTICLE V. - DIRECTORS

The number of directors shall be established in accordance with and in the manner provided in the Bylaws. The number of directors may be increased or decreased from time to time, by the Bylaws, but shall never be less than one.

ARTICLE VI.

INCORPORATOR, REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the registered office of the corporation, and the name and address of each incorporator of this corporation is as follows:



Registered Agent:

R. Craig Harrison

Registered Office:

1605 Main Street
Suite 1111
Sarasota, Florida 34236

Incorporator:

Wesley Roberts

2621 Mall Drive
Sarasota, Florida 34231

ARTICLE VII. - TRANSFERABILITY OF SHARES

Any and all of the shareholders of this corporation may, from time to time, enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof, and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE VIII - PRE-EMPTIVE

Each shareholder shall have the right to purchase additional shares of previously or newly authorized but unissued stock of the same or different class and Treasury stock so that the ratio of issued and outstanding shares held by a shareholder to the total number of issued and outstanding shares of stock remains the same as at the date of original issue.

IN WITNESS WHEREOF, the above named Incorporator to these Articles of Incorporation set his hand and seal this 31st day of January, 2000.



Wesley Roberts, Incorporator

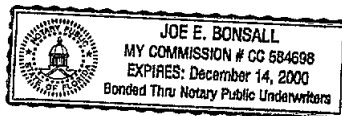
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 31st day of January, 2000, by Wesley Roberts, who is personally known to me or who produced _____ as identification.



Notary Public

Printed Name JOE E. BONSALE
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

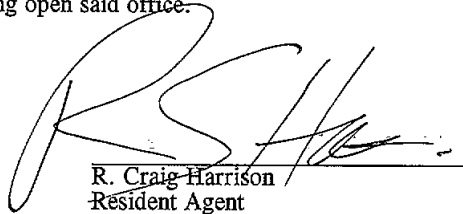
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **CityFest, 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 Sarasota, County of Sarasota, State of Florida, has named **R. Craig Harrison**, 1605 Main Street, Suite 1111, City of Sarasota, County of Sarasota, State of Florida, 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 place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


R. Craig Harrison
Resident Agent