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Mark R. Rubin
Jeff E. Rubin

George J. Talianoff
(1910 - 1995)

FILED

00 APR 17 2000
TALLAHASSEE, FLORIDA

Telephone
(904) 358-3820

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Telecopier
(904) 894-8970

April 6, 2000

Office of the Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

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*****236.25 *****78.75

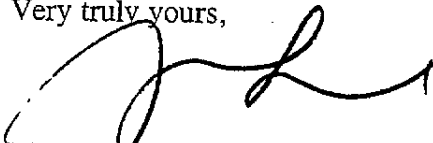
Re: Miami Beach Jazz Festival, Inc.
South Beach Jazz Festival, Inc.
Taste of Miami, Inc.
Our File No. 8442

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the three (3) referenced corporations, along with my check in the amount of \$236.25.

Please file these Articles and return to the undersigned one certified copy for each.

Very truly yours,



MARK R. RUBIN

MRR/ssk

Enclosures (stated)

PH 4/24/00

**ARTICLES OF INCORPORATION
FOR
SOUTH BEACH JAZZ FESTIVAL, INC.**

FILED

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

00 APR 17 AM 10:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the corporation is:

SOUTH BEACH JAZZ FESTIVAL, INC.

The mailing address shall be:

2699 So. Bayshore Drive, Suite 600C
Miami, Florida 33133

ARTICLE II.

This corporation is organized to carry on and engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE III.

This corporation is authorized to issue Fifty (50) shares of \$10.00 par value common stock.

ARTICLE IV.

The street address of the initial principal office of this corporation is:

2699 So. Bayshore Drive, Suite 600C
Miami, Florida 33133

The name and addresss of the initial registered agent of this corporation is:

ALBERT B. JOHNSON, II
2699 So. Bayshore Drive, Suite 600C
Miami, Florida 33133

ARTICLE V.

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

ALBERT B. JOHNSON, II
2699 So. Bayshore Drive, Suite 600C
Miami, Florida 33133

ARTICLE VI.

The name and address of the person who is the incorporator signing these Articles are:

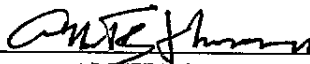
ALBERT B. JOHNSON, II
2699 So. Bayshore Drive, Suite 600C
Miami, Florida 33133

FILED

00 APR 17 AM 10:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of April, 2000.

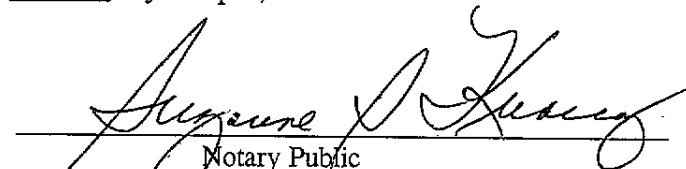


ALBERT B. JOHNSON, II

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared, ALBERT B. JOHNSON, II who is personally known to me and who did take an oath, the person described in and who executed and subscribed to the above Articles of Incorporation, and that he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

Sworn to and subscribed before me, this 6th day of April, 2000.


Notary Public
Suzanne S. Kranz
MY COMMISSION # CC889337 EXPIRES
March 2, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

I, ALBERT B. JOHNSON, II, having been designated as the Registered Agent in the above and foregoing articles, and am familiar with and accepts the obligations of the position of registered agent.



ALBERT B. JOHNSON, II