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ACCOUNT NO. : 072100000032  
REFERENCE : 898958 4375356  
AUTHORIZATION : *Patricia Rijuto*  
COST LIMIT : \$ 70.00

FILED  
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DIVISION OF CORPORATIONS  
00 NOV 15 PM 3:43

ORDER DATE : November 14, 2000

ORDER TIME : 12:30 PM

ORDER NO. : 898958-005

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CUSTOMER NO: 4375356

CUSTOMER: Ms. Christina V. Lynge  
Sfx Entertainment, Inc.

650 Madison Avenue  
16th Floor  
New York, NY 10022

DOMESTIC FILING

NAME: MAGICWORKS EXHIBITIONS, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

*JR*  
11/15/00

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ARTICLES OF INCORPORATION  
OF  
MAGICWORKS EXHIBITIONS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: **Magicworks Exhibitions, Inc.**

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 650 Madison Avenue, New York, NY 10022.

THIRD: The number of shares the corporation is authorized to issue is: 1,000 common stock, with no par value.

FOURTH: The street address of the initial registered office of the corporation is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

FIFTH: The names and addresses of the persons who are to serve as initial directors are:

Name	Title	Address
L. Lowry Mays	Director, CEO & Chairman	200 East Basse Rd., San Antonio, TX 78209
Mark P. Mays	Director, President & COO	200 East Basse Rd., San Antonio, TX 78209
Karl Eller	Vice President	200 East Basse Rd., San Antonio, TX 78209
Herbert W. Hill	Sr. VP & Chief Accounting Officer	200 East Basse Rd., San Antonio, TX 78209
Kenneth E. Wyker	Sr. VP General Counsel/Secretary	200 East Basse Rd., San Antonio, TX 78209
David Wilson	Sr. VP Chief Accounting/ Information	200 East Basse Rd., San Antonio, TX 78209
Juliana F. Hill	Sr. VP/Finance	200 East Basse Rd., San Antonio, TX 78209
William P. Suffa	Sr. VP/Capital Management	200 East Basse Rd., San Antonio, TX 78209
Richard W. Wolf	VP/Corporation Counsel	200 East Basse Rd., San Antonio, TX 78209
Susan R. Krieg	VP/Corporate Reporting	200 East Basse Rd., San Antonio, TX 78209
Randy Palmer	VP/Investor Relations	200 East Basse Rd., San Antonio, TX 78209
Bill Hammersly	VP/Human Resources	200 East Basse Rd., San Antonio, TX 78209
Stephanie Rosales	VP/Corporate Tax	200 East Basse Rd., San Antonio, TX 78209
Richard A. Liese	Executive VP & Secretary	650 Madison Avenue, New York, NY 10022

SIXTH: The name and address of the sole incorporator is:

Christina Lynge  
c/o SFX Entertainment, Inc.  
650 Madison Avenue  
New York, NY 10022

SEVENTH: The corporation is to have perpetual existence.

Date: November 13, 2000

  
Christina Lynge, Sole Incorporator

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

Date: 11-15-00

Deborah D. Skipper  
as its agent

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