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AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 29 PM 2:28

ORDER DATE : January 29, 2001

ORDER TIME : 11:15 AM

ORDER NO. : 980849-005

CUSTOMER NO: 9542A

CUSTOMER: Michael Feinstein, Esq
Michael Feinstein, Esq

600003589716--8

Suite 700
888 East Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: FLORIDA OF THE YEAR PAGEANT,
INC.

EFFECTIVE DATE: -

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1/29/01

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ARTICLES OF INCORPORATION OF
FLORIDA OF THE YEAR PAGEANT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

Article I. Name

The name of the corporation shall be FLORIDA OF THE YEAR PAGEANT, INC.

The address of the principal office of this corporation shall be 888 East Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301 and the mailing address of the corporation shall be the same.

Article II. Nature of the Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

Article IV. Registered Agent

The street address of the initial registered office of the corporation shall be 888 East Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Michael L. Feinstein, P.A.

Article V. Term of Existence

This corporation is to exist perpetually.

Article VI. Officers

All corporate powers shall be exercised under the authority of and under the direction of its officers, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have no Directors, initially.

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name:	Address:
Cara Fareri President	2650 N.E. 49th Street Lighthouse Point, Florida 33064
Anthony Fareri Secretary/Treasurer	2650 N.E. 49th Street Lighthouse Point, Florida 33064

Article VII. Preemptive

The corporation elects to have preemptive rights.

Article VIII. Special Provisions

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an "S" corporation as defined therein.

Article IX. Incorporator.

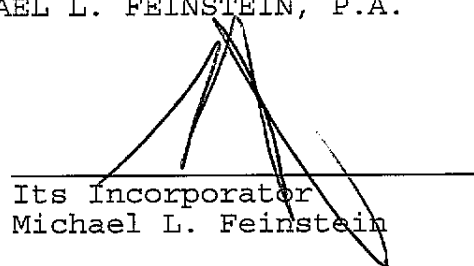
The name and street address of the incorporator to these
Articles of Incorporation is:

Michael L. Feinstein, P.A.
888 East Las Olas Boulevard
Suite 700
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned agent of Michael L.
Feinstein, P.A. has hereunto set their hand and seal of Michael L.
Feinstein, P.A. on this 2^{STH} day of January, 2001.

MICHAEL L. FEINSTEIN, P.A.

By:



Its Incorporator
Michael L. Feinstein

Acceptance of Registered Agent Designated

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DIVISION OF CORPORATIONS

in the Articles of Incorporation

01 JAN 29 PM 2:28

Michael L. Feinstein, P.A., a Florida corporation authorized to transact business in this state, having a business office identical with the registered office of the corporation named above and having been designated as the registered agent in the above and foregoing Articles of Incorporation of **FLORIDA OF THE YEAR PAGEANT, INC.**, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505 of the Florida Statutes.

MICHAEL L. FEINSTEIN, P.A.

By:


Its agent -
Michael L. Feinstein, Pres., P.A.