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FOGLE & FOGLE, P. A.
ATTORNEYS AT LAW

J. DANA FOGLE
CORPORATION & BUSINESS LAW
REAL PROPERTY LAW
REGISTERED GENERAL PRACTICE

ALICE M. FOGLE
MARITAL & FAMILY LAW

217 EAST PLYMOUTH AVENUE
POST OFFICE BOX 24
DELAND, FLORIDA 32721-0024

(904) 734-4215
FAX (904) 734-7419

May 16, 2001

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

EXPIRATION DATE
5-16-01

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-05/18/01--01099--016
****122.50 ****78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 18 PM 9:20

FILED

Re: Incorporation of THE ST. JOHN'S RIVER BLUEGRASS
FESTIVAL GROUP, INC.

Dear Sir or Madam:

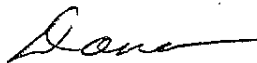
Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for THE ST. JOHN'S RIVER BLUEGRASS FESTIVAL GROUP, INC.

Also enclosed is my check in the amount of \$122.50 representing the following:

Filing Fee	\$35.00
Registered Agent Certificate	52.50
Certified copy of Charter and of Registered Agent Certificate	35.00

thank you very much for your assistance.

Sincerely,



J. Dana Fogle

JDF/js
Enclosures

F. CHESSEN

MAY 25 2001

**ARTICLES OF INCORPORATION
OF**

THE ST. JOHN'S RIVER BLUEGRASS FESTIVAL GROUP, INC.

WE, ROBERT BARTLETT and DAVID B. THOMPSON, being of legal age do hereby authorize the formation of a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be THE ST. JOHN'S RIVER BLUEGRASS FESTIVAL GROUP, INC.

ARTICLE II:

This corporation shall exist perpetually unless sooner dissolved according to law

EFFECTIVE DATE
5-16-01

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is to produce music festivals, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares fully paid, \$1.00 par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V.

INITIAL DIRECTORS

The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

ARTICLE VI.

**STREET AND MAILING ADDRESS IF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The initial street and mailing address of the principal place of business of said corporation is 1559 Hontoon Rd., DeLand, Fl. 32720. The initial resident agent is DAVID B. THOMPSON

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII.

SUBSCRIBER

The names and street addresses of the subscribers to these articles of incorporation are:

Robert Bartlett
1520 Center St.
DeLand, FL. 32720

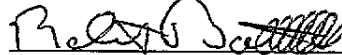
David B. Thompson
1559 Hontoon Rd.
DeLand, Fl. 32720

ARTICLE VIII.

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on May 16, 2001.

IN WITNESS WHEREOF, We, ROBERT BARTLETT and DAVID B. THOMPSON, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 16 day of May, 2001.



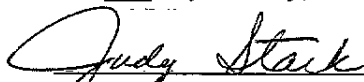
ROBERT BARTLETT


DAVID B. THOMPSON

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT BARTLETT and DAVID B. THOMPSON, to me well known to be the persons who executed the foregoing Certificate of Incorporation and they acknowledged before me that they executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 16 day of May, 2001.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED

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

FIRST: That THE ST. JOHN'S RIVER BLUEGRASS FESTIVAL GROUP, 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 DeLand, County of Volusia, State of Florida, has
named DAVID B. THOMPSON, located at 1559 Hontoon Rd., DeLand, FL. 32720, as its agent
to accept service of process within this State.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply
with the provisions of said Act relative to keeping open said office.


DAVID B. THOMPSON