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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

greater miami mardi gras, inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

2002 JUN 19 AM 7:22

FILED

8 6/19/02

EFFECTIVE DATE
6/17/02
ARTICLES OF INCORPORATION

Audit Number: **FILED**

2002 JUN 19 AM 7:23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

GREATER MIAMI MARDI GRAS, INC.

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**I.
NAME**

The name of this corporation is Greater Miami Mardi Gras, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is 600 N.E. 50 Terrace, Miami, Florida 33137.

**II.
EFFECTIVE DATE AND DURATION**

The effective date of this Corporation shall be June 17, 2002, and shall exist perpetually thereafter unless sooner dissolved according to law.

**III.
PURPOSE**

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

**IV.
CAPITALIZATION**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having no par value.

Gregory P. Borgognoni
Fla. Bar No.: 264016
Suite 200
2665 South Bayshore Drive
Miami, Florida 33133

Audit Number: _____

Audit Number: _____

**V.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be 600 N.E. 50 Terrace, Miami, Florida 33137 and the initial registered agent of this Corporation at such office shall be Lionel Cayard, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**VI.
INITIAL DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

<u>Name</u>	<u>Address</u>
Lionel Cayard	600 N.E. 50 Terrace Miami, Florida 33137

**VII.
INCORPORATOR**

The incorporator is Gregory P. Borgognoni and his address is Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133.

In witness whereof, the undersigned has executed these Articles of Incorporation on June 17, 2002.



Gregory P. Borgognoni, Incorporator

Audit Number: _____

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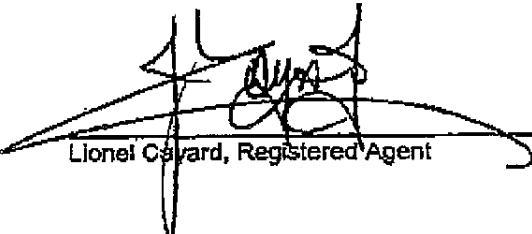
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the Corporation is: Greater Miami Mardi Gras, Inc..
2. The name and address of the registered agent and the registered office is: Lionel Cayard, 600 N.E. 50 Terrace, Miami, Florida 33137.

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: June 17, 2002


Lionel Cayard, Registered Agent

Audit Number: _____