

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

95000016405

RE: Carr Enterprises Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File	500001416005	
	-02/27795--01046--005	
	*****70:00 *****70:00	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

RECEIVED FEB 28 11:46 AM
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

502
 1195-4321

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	JW		

WALK-IN Will Pick Up 227 11a

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1995

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: GARR ENTERPRISES, INC.
Ref. Number: W95000004351

We have received your document for GARR ENTERPRISES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 495A00008701

ARTICLES OF INCORPORATION OF

GARR ENTERPRISES OF CENTRAL FLORIDA, INC.

FILED

95 FEB 27 AM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of legal age, do hereby desire to form a Corporation under the Florida Business Corporation Act, and do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME. The name of the Corporation shall be GARR ENTERPRISES OF CENTRAL FLORIDA, INC.

ARTICLE TWO

PRINCIPLE OFFICE OR MAILING ADDRESS. The principle office of the Corporation shall be and it's mailing address shall be 322 Lake Rd., Lake Mary, Florida 32746. The principle office and mailing address may be changed from time to time by the Board of Directors.

ARTICLE THREE

CORPORATE DURATION. The duration of the Corporation shall be perpetual, however this may be changed by the Board of Directors.

ARTICLE FOUR

NATURE OF BUSINESS/PURPOSE OR PURPOSES. This Corporation

may engage in every aspect of the business of consulting, producing, and designing industrial trade shows. This Corporation may engage or transact in any or all other lawful business for which Corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which may, in the opinion of the Board of Directors of the Corporation be advantageously carried on in commission with or auxiliary to the preceding business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation. This Corporation may engage or transact in such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION. The maximum number of shares of stock of this Corporation which this Corporation is authorized to have outstanding at any one time is Ten Thousand shares of a single class of common stock having a par value of \$.01 per share. This consideration to be paid for each share of stock shall be fixed by the Board of Directors of this Corporation and may be changed from time to time by its Board of Directors.

ARTICLE SIX

INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this Corporation is, and the name of the initial registered agent of this Corporation at that

address is:

William Garaffa
322 Lake Rd.
Lake Mary, Florida 32746

ARTICLE SEVEN

DIRECTORS. The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this Corporation and the Board of Directors shall be elected or appointed as provided in the By-Laws of this Corporation. The initial Board of Directors shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Garaffa (Chairman)	322 Lake Rd., Lake Mary, Florida.

ARTICLE EIGHT

CORPORATE OFFICERS. The Corporation may have executive officers consisting of not less than two officers, as fixed from time to time by the By-Laws of this Corporation and these executive officers shall be elected or appointed as provided in the By-Laws of this Corporation and maybe changed from time to time by its Board of Directors. The initial executive officers shall be as follows:

William Garaffa (President)	322 Lake Rd., Lake Mary, Florida.
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William Garaffa (Secretary)	322 Lake Rd., Lake Mary, Florida.
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ARTICLE NINE

INCORPORATORS. The name and address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mark A. Arias, Esq. Law Office of Stanley M. Silver, Jr.	237 S. Westmonte Dr., Ste. 212 Altamonte Springs, FL 32714

ARTICLE TEN

BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE ELEVEN

INDEMNIFICATION. Every Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a Director, Officer, employee or agent or the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or agent is adjudged liable for gross

negligence or willful and wanton misconduct in the performance of his or her duties as such Director, Officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled.

ARTICLE TWELVE


AMENDMENT. The Corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

In witness whereof the undersigned subscriber has executed these articles of incorporation on this 22nd day of Feb., 1995.

LAW OFFICES OF
STANLEY M. SILVER, JR.

BY: 

MARK A. ARIAS, ESQ.
Fla. Bar No.: 0887277
237 S. Westmonte Dr.,
Suite 212
Altamonte Springs, FL 32714
(407)869-1616


WILLIAM GARAFFA


Michelle R. Fagnano
Notary Public

My Commission expires:



MICHELLE RENEE FAGNANO
MY COMMISSION # CC427912 EXPIRES
December 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

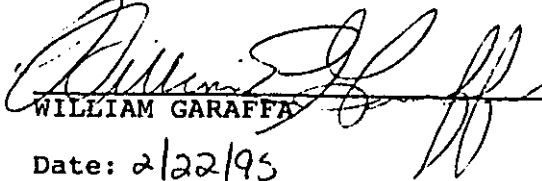
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

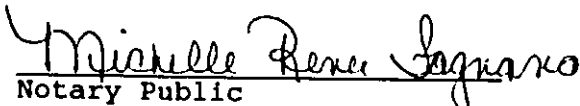
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95 FEB 28 AM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GARR ENTERPRISES OF CENTRAL FLORIDA, INC.
2. The name and address of the registered agent and office is: William Garaffa, 322 Lake Road, Lake Mary, Florida 32746.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


WILLIAM GARAFFA
Date: 2/22/95


Notary Public
My Commission expires:



MICHELLE RENEE FAGNANO
MY COMMISSION # CC427912 EXPIRES
December 20, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

P95000016405

Requestor's Name

GARR ENTERPRISES OF CENTRAL FLA
322 LAKE RD
LAKE MARY FL 32746

400002157044--1
-04/28/97--01118--007
Office Use Only *****35.00 *****35.00

ER(S), (if known):

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97 APR 28 PM 4:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

No Id's

VS MAY 6 1997

Examiner's Initials

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FILED
97 APR 28 PM 4:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The name of the corporation is: _____

GARR ENTERPRISES OF CENTRAL FLORIDA, INC.

SECOND: The articles of incorporation were filed on: 2/20/95

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

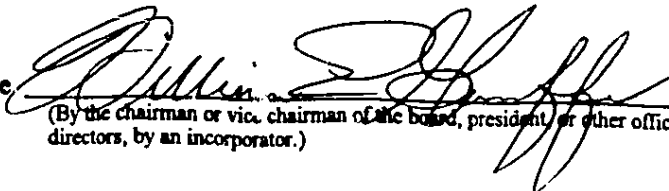
FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 21st day of APRIL, 1997

Signature 
(By the chairman or vice chairman of the board, president or other officer - if there are no officers or directors, by an incorporator.)

WILLIAM E. GARAFFA
(Typed or printed name)

PRESIDENT
(Title)