

P95000036590
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
-05/03/95--01144--029
****131.25 ****131.25

SUBJECT: DELTA MANAGEMENT GROUP SHOW SERVICES INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Franklin E. Lasley
Name (printed or typed)

15110 PINE VALLEY BLVD.
Address

CLERMONT FLA. 34711
City, State & Zip

904 242-0652
Daytime Telephone number

FILED
MAY -4 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 9 1995

BSA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED

NOV 14 - 6 PM 3:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

DELTA MANAGEMENT GROUP SHOW SERVICES INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

15110 PINE VALLEY BLVD.
CLERMONT FL. 34711

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: FRANKLIN E. LASLEY
11150 CRESCENT BAY BLVD. CLERMONT FLA. 34711

15110

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

FRANKLIN E. LASLEY
11150 Crescent Bay Blvd.
Clermont Fl. 34711

WARREN W. LAPOLLA
3528 Woodley Park Place
Oviedo Fl. 32765

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

18 day of APRIL, 1995.



Signature



Signature

Signature

Articles of Incorporation
Filing Fee - \$35

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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: DELTA MANAGEMENT GROUP SHOW SERVICES INC.

2. The name and address of the registered agent and office is:

FRANKLIN E. LASLEY

(Name)

15110 PINE VALLEY BLVD.

(P.O. Box not acceptable)

CLERMONT FLA. 34711

(City/State/Zip)

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.


(Signature)

4/18/95
(Date)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mertham

Secretary of State

P950000036590

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

THE DELTA MANAGEMENT GROUP INC., doing business in Florida as THE
DELTA MANAGEMENT GROUP INC. OF NEW JERSEY, a New Jersey
corporation, F93000003688

INTO

DELTA MANAGEMENT GROUP SHOW SERVICES INC., a Florida
corporation, P95000036590

File date: August 29, 1995

Corporate Specialist: Joy Moon-French

P95000036590

AUG 29 2003
DIVISION OF REGISTRATION

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

900001570989
-08/28/95--01026--004
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Delta Management Show Services, Inc.
(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

95 AUG 29 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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 checked="" 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

8/29

John M. Miller

Examiner's Initials



95 AUG 30 10
FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

August 28, 1995

AMERILAWYER

CORAL GABLES, FL

SUBJECT: DELTA MANAGEMENT GROUP SHOW SERVICES INC.
Ref. Number: P95000036590

We have received your document for DELTA MANAGEMENT GROUP SHOW SERVICES INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The names of the persons signing the document must be typed or printed beneath the signatures.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 695A00040072

**ARTICLES OF MERGER
OF
THE DELTA MANAGEMENT GROUP INC.,
a New Jersey corporation
into
DELTA MANAGEMENT GROUP SHOW SERVICES INC.,
a Florida corporation**

FILED
95 AUG 29 PM 2:44
CLERK OF DISTRICT COURT
MILLABASS, FLORIDA

ARTICLES OF MERGER between **DELTA MANAGEMENT GROUP SHOW SERVICES INC., a Florida corporation ("Surviving Corporation")** and **THE DELTA MANAGEMENT GROUP INC., a New Jersey corporation ("Nonsurviving Corporation")**.

Pursuant to §607.1105 of the Florida Statutes, the Surviving corporation and the Nonsurviving corporation adopt the following Articles of Merger:

ARTICLE-1

The name of the Surviving corporation has not been changed as a result of the Merger. The name of the corporation surviving the Merger is:

**Delta Management Group Show Services Inc.,
a Florida Corporation**

ARTICLE-2

The Surviving corporation is a domestic corporation, incorporated in the State of Florida on May 4, 1995.

ARTICLE-3

The name of the Nonsurviving corporation is:

**The Delta Management Group Inc.,
a New Jersey Corporation**

ARTICLE-4

The state of domicile of the Nonsurviving corporation is the State of New Jersey, and the date of incorporation of the Nonsurviving corporation is July 23, 1993.

ARTICLE-5

The Plan of Merger dated the 14th day of August, 1995 ("Plan of Merger"), between the Surviving corporation and the Nonsurviving corporation was adopted by the Board of Directors of the Surviving corporation on the 14th day of August, 1995 since shareholder approval of the Plan of Merger is not required by the shareholders of the Surviving corporation pursuant to §607.1103(7)/§607.1103(1) of the Florida Statutes and was adopted by the Board of Directors of the Nonsurviving corporation on the 14th day of August, 1995 since shareholder approval of the Plan of Merger is not required by the shareholders of the Nonsurviving corporation pursuant to §14A:10-3 (4) of the New Jersey Statutes.

ARTICLE-6

Pursuant to the Plan of Merger, all issued and outstanding shares of Nonsurviving corporation's stock will be acquired by means of a merger of the Nonsurviving corporation into the Surviving corporation with the Surviving corporation being the surviving corporation ("Merger").

ARTICLE-7

The Plan of Merger as approved is on file at the principal place of business of the Surviving corporation at 15110 Pine Valley Boulevard, Clermont, Florida 34711 and is attached as Exhibit "A" and incorporated by reference as if fully set forth.

ARTICLE-8

The Surviving corporation shall furnish a copy of the Plan of Merger on request and without cost, to any shareholder of any such merging corporation.

ARTICLE-9

Pursuant to §607.1105(1)(b) of the Florida Statutes, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 14th day of August, 1995.

DELTA MANAGEMENT GROUP SHOW SERVICES INC.,
a Florida corporation

By: Franklin E. Lasley
President Franklin E. Lasley

By: Franklin E. Lasley
Secretary Franklin E. Lasley

THE DELTA MANAGEMENT GROUP INC.,
a New Jersey corporation

By: Franklin E. Lasley
President Franklin E. Lasley

By: Warren W. Lapolla
Secretary Warren W. Lapolla

PLAN OF MERGER

Merger Between **DELTA MANAGEMENT GROUP SHOW SERVICES INC.**, a Florida corporation (the "Surviving Corp.") and **THE DELTA MANAGEMENT GROUP INC.**, a New Jersey corporation, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 and §607.1107 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by Law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 10 shares of common stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. None of the former holders of Disappearing Corp. stock owned fractional shares.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Department of State and Effective Date. Upon the adoption of the Plan by Constituent Corporations' Board of Directors and the execution of this Plan, Disappearing Corp. and Surviving Corp. shall cause their respective President and Secretary to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles as specified herein.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 14th day of August, 1995.

**DELTA MANAGEMENT GROUP SHOW
SERVICES INC., a Florida corporation**

By: Franklin E. Lasley
President Franklin E. Lasley
By: Franklin E. Lasley
Secretary Franklin E. Lasley

**THE DELTA MANAGEMENT GROUP INC., a
New Jersey corporation**

By: Franklin E. Lasley
President Franklin E. Lasley
By: Warren W. LaPolla
Secretary Warren W. LaPolla