



THE COMPANY CORPORATION

Three Christm... 2... N. Walnut Street • Wil... 10... Telephone (302) 575-0440 • Fax (302) 575-1346

P96000019188

February 19, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/28/96--01051--007
*****70.00 *****70.00

RE: THE JAZZ FESTIVAL OF KEY WEST, INC.
P3304030THHAI

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for THE JAZZ FESTIVAL OF KEY WEST, INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett

Bonnie J. Bennett
Corporate Service Representative

enc.

3-1-96
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**ARTICLES OF INCORPORATION
OF
THE JAZZ FESTIVAL OF KEY WEST, INC.**

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be **THE JAZZ FESTIVAL OF KEY WEST, INC.**

SECOND: The address of the initial registered office of the corporation is 301 Whitehead St., Key West FL 33040, County of Monroe. The name of the registered agent located at said address is Stewart Hair.

THIRD: The principal address of the corporation is 301 Whitehead St., Key West FL 33040.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares at \$5.00 par value.

SIXTH: The number of directors constituting the initial board of directors is three, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:


Fred Tillman	913 White St., Key West FL 33040
Stewart Hair	715 Windsor Lane, Key West FL 33040
Jacqueline Harrington	301 Whitehead St., Key West FL 33040

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 16th day of February, 1996.

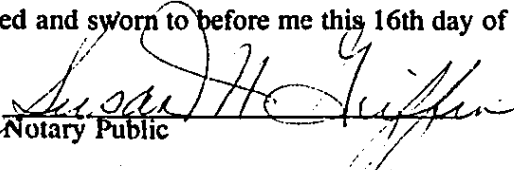


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 16th day of February, 1996 by Bonnie J. Bennett.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years


Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this The Jazz Festival of Key West, Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Key West, State of
Florida, has named Stewart Hair located at
301 Whitehead Street, Key West, FL 33040
_____ as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.

Stewart Hair

February 10, 1996
Date