

P96000052209

MICHAEL J. PRESUTTI

Law Offices

June 14, 1996

FILED

96 JUN 17 AM 11:45

3001 Aloma Avenue

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

(407) 878-8765

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

RE: **Dering Design Incorporated**
International Museum Expositions, Inc.

100001864951
-06/18/96--01060--012
***245.50 ***122.50

To The Clerk:

Enclosed please find the original and one copy of The Articles
Of Incorporation for the above-captioned Florida Corporations.

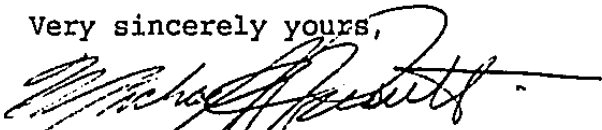
Also enclosed is a check in the amount of \$245.00 for the
following:

Filing Fee	\$ 35.00 x 2 =	\$70.00
Registered Agent Designation	35.00 x 2 =	70.00
Certified Copy of Articles	52.50 x 2 =	105.00

TOTAL	\$245.00
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Please file the Articles of Incorporation and forward the
certified copies to this office.

Very sincerely yours,



MICHAEL J. PRESUTTI, ESQUIRE

MJP/arp

Enclosures (as stated)

ARTICLES OF INCORPORATION
OF
INTERNATIONAL MUSEUM EXPOSITIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is International Museum Expositions, Inc. Its business location shall be 500 Winderley Place, Suite 215, Maitland, Florida 32751.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business or any other activity permitted under the law of the State of Florida and the United States of America.

ARTICLE IV - STOCK

The aggregate number of shares that the Corporation shall have the authority to issue is 7,000, all which shall be common shares with a par value of \$1.00 per share.

ARTICLE V - STATED CAPITAL

The amount of stated capital with which the Corporation will begin business is One Thousand (\$1,000.00) Dollars.

ARTICLE VI - PREEMPTIVE RIGHTS

The Corporation by action of its Board of Directors, may purchase its own shares at any time and from time to time to the extent permitted by law.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at 500 Winderley Place, Suite 215, Maitland, Florida 32751, and the name of the registered agent is Jeffrey A. Dering. The principal office shall be located at 500 Winderley Place, Suite 215, Maitland, Florida 32751.

ARTICLE VIII - DIRECTORS

The initial Board of Directors and Officers shall consist of one (1) member, who need not be residents of the State of Florida or a shareholder of the Corporation. The number of directors may be changed from time to time by a majority vote of the shareholders.

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

Jeffrey A. Dering
928 Vineridge Run
Apt. #202
Altamonte Springs, Florida 32714

ARTICLE IX - INCORPORATORS

The name and address of the initial incorporators are as follows:

Jeffrey A. Dering
928 Vineridge Run
Apt. #202
Altamonte Springs, Florida 32714

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ARTICLE X - AMENDMENTS

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The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

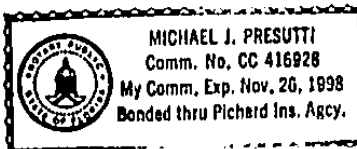
IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Orlando, Florida on this the 14th day of June, 1996.

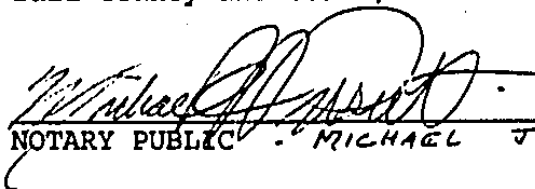

JEFFREY A. DERING

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority personally appeared JEFFREY A. DERING, to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, in said County and State, this 14th day of June, 1996.




NOTARY PUBLIC - MICHAEL J. PRESUTTI

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.

Date: June 14, 1996


REGISTERED AGENT