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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 176697 91521A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 5, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 176697-005

CUSTOMER NO: 91521A

CUSTOMER: Ms. Susan Merritt
MS. SUSAN M. MERRITT

2000 South Dixie Highway

West Palm Beach, FL 33401

700002020797--6
-12/05/96--01035--030
*****70.00 *****70.00

please file 1st

DOMESTIC FILING

NAME: JAZZ AND BLUES SHOWCASE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RECEIVED
-96 DEC -5 AM 11:45
DIVISION OF CORPORATIONS

12-5-96

ARTICLES OF INCORPORATION

FILED

96 DEC -5 PM 1:08

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:

Jazz and Blues Showcase, Inc.

ARTICLE II PRINCIPAL OFFICE

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

*2000 South Dixie Highway
West Palm Beach, Fl. 33401*

ARTICLE III SHARES

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

100 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*SUSAN Mathias Merritt
c/o Jazz and Blues Showcase, Inc.
227 8th Street
West Palm Beach, Fl. 33401*

FILING FEE: \$70.00

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

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

Susan Merritt, President
227 8th Street
West Palm Beach, FL 33401

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

2 day of December, 19 96.

(An additional article must be added if an effective date is requested.)

Susan M. Merritt
Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Jazz and Blues Showcase, Inc.

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

Susan Mathias Merritt
(NAME)

227 8th Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

West Palm Beach, FL 33401
(CITY/STATE/ZIP)

FILED
DEC - 5 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Susan M. Merritt
(SIGNATURE)

12/2/96
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314