

**PAYAS, PAYAS & PAYAS**

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P97000054159

June 11, 1997

Corporate Records Bureau  
Department of State  
P.O.Box 6327  
Tallahassee, Florida 32314

Attention: Division of Corporation  
Document Filing Section

Re: Incorporation of  
Festival Corporation.

700002216747--5  
-06/19/97--01011--011  
\*\*\*122.50 \*\*\*122.50

Dear Sir/ Madam:

I am enclosing with this letter the following documents relating to the above-mentioned incorporation.

1. The Articles of Incorporation;
2. This firm's check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent;
3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter.

Sincerely,

  
Armando Payas

Ap/ab  
Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 19 AM 11:41

6-19-97

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN 19 AM 11:41

**ARTICLES OF INCORPORATION**

**OF**

**FESTIVAL CORPORATION**

The undersigned subscriber to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be: FESTIVAL CORPORATION.

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Business Corporation Act of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V - PRINCIPAL OFFICE**

The principal place of business of the corporation shall be:

3603 South Conway Rd., Orlando, Florida 32812.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent of the corporation shall be: Guaimaro Rene Plasencia, at the registered address of 3603 South Conway Rd., Orlando, Florida 32812.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

A. The initial number of directors of the corporation shall be one (1).

B. *The number of Directors of the corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.*

C. The name and address of the initial members of the Board of Directors, who shall hold office until his successor is duly elected and qualified, is:

Guaimaro Rene Plasencia, 3603 South Conway Rd., Orlando, Florida 32812.

#### **ARTICLE VIII - INCORPORATOR**

The name and residence address of the subscriber of these Articles of Incorporation is the same as in Article VII above.

#### **ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

#### **ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK**

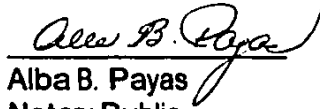
Shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified and set forth in the By-laws.

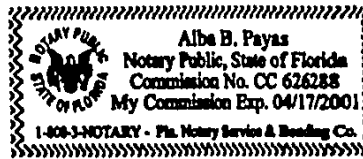
IN WITNESS WHEREOF, the subscribers affixed their signatures this  
11th day of June, 1997.

  
Guaimaro Rene Plasencia

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged  
before me this 11th day of June, 1997, by GUAIMARO RENE PLASENCIA  
who is personally known to me, who did not take an oath and who executed  
the foregoing Articles of Incorporation.

  
Alba B. Payas  
Notary Public  
My Commission expires  
April 17, 2001



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Guaimaro Rene Plasencia, as registered agent  
appointed in accordance with the foregoing Articles of Incorporation, does  
hereby accept such appointment, and does hereby state that she is familiar  
with and accepts the obligations imposed pursuant to Florida Statutes  
607.325 of the Florida Professional Service Corporation Act.

  
Guaimaro Rene Plasencia

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