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McNAMARA & ASSOCIATES, P.A.
Certified Public Accountants

6950 Central Avenue, Suite 140
St. Petersburg, FL 33707
Phone (813) 345-0375
Fax (813) 345-6309

January 14, 1998

VIA FEDERAL EXPRESS

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

RE: Hernando County Festival Marketplace, Inc.

000002401540--6
-01/15/98--01054--007
*****70.00 *****70.00

Dear Department of State:

Please find enclosed the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$ 70.00 to cover the filing fee.

Please file the original and return to me a copy of the same in the Fed Express envelope enclosed. Thank you.

Sincerely,



Terrance P. McNamara, Esq.

TPM/bm

FILED
98 JAN 15 AM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Terrance McNamara GAVE

AUTHORIZATION BY PHONE TO
Type the R.A. Acceptance
DIRECT

Date 1-16-98

DOC. EXAM. CS

1-16-98

ARTICLES OF INCORPORATION
OF
HERNANDO COUNTY FESTIVAL MARKETPLACE, INC.

ARTICLE I

Name

1.1 The name of the corporation is HERNANDO COUNTY FESTIVAL MARKETPLACE, INC.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized to conduct any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue one thousand (1000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial principal and registered office of this corporation is 6950 Central Avenue, Suite 140, St. Petersburg, FL 33707, and the name of the initial registered agent of this corporation is Terrance P. McNamara, Esq.

FILED
98 JAN 15 PM 12:56
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VII

Initial Board of Directors

- 7.1 This corporation shall have one (1) director initially.
- 7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).
- 7.3 The name and address of the initial director of this corporation is:

Terrance P. McNamara, Esq.
6950 Central Avenue, Suite 140
St. Petersburg, FL 33707

ARTICLE VIII

Incorporators

- 8.1 The name and address of the person signing these Articles is:

Terrance P. McNamara, Esq.
6950 Central Avenue, Suite 140
St. Petersburg, FL 33707

ARTICLE IX

Indemnification

- 9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

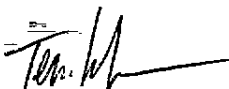
ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 14th day of JANUARY, 1998.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.



TERRANCE P. MCNAMARA, ESQ.

Incorporator Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq., well known to me to be the person described above, and he acknowledged to me that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 14th day of January, 1998.



CYNTHIA A. GILBERT
MY COMMISSION # CC441561 EXPIRES
March 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC

My Commission Expires: 3-11-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1998 JAN 15 PM 12:56

FILED