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GARY K. WILSON
941-436-2952

March 17, 1998

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

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-03/20/98--01069--010
****210.00 *****70.00

Re: COLLIER COUNTY FAIR, INC.
COLLIER COUNTY YOUTH FAIR, INC.
SOUTHWEST FLORIDA YOUTH FAIR, INC.

EFFECTIVE DATE
3-17-98

Gentlemen:

Enclosed are 3 originals and one copy of each of the Articles of Incorporation for the above-referenced corporations. Please file the originals for each of the 3 corporations in your offices.

We are enclosing 1 check in the amount of \$210.00 covering the following for each of the corporations:

- \$ 35.00 - Filing Fee
- 35.00 - Certificate Designating Registered Agent
- \$ 70.00

Very truly yours,

Gary K. Wilson

GKW/bn
Enclosures

NAPLES/0074879.01

FILED
98 MAR 20 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P Ha// MAR 23 1998

ARTICLES OF INCORPORATION
OF
SOUTHWEST FLORIDA YOUTH FAIR, INC.

FILED
98 MAR 20 PM 1:00
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

ARTICLE I. Name and Initial Address

The name of this corporation is SOUTHWEST FLORIDA YOUTH FAIR, INC. and initial address of the corporation is P.O. Box 9154, Naples, Florida 34101-9054.

ARTICLE II. Duration

EFFECTIVE DATE

3-17-98

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be Gary K. Wilson and the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE VII. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three

(3). The names and addresses of the initial directors of this corporation are:

C. R. Wimer
P.O. Box 9154
Naples, FL 34101

Cristal L. LaCroix
P.O. Box 9154
Naples, FL 34101

Cynthia L. Sheehan
P.O. Box 9154
Naples, Florida 34101

ARTICLE IX. Incorporator

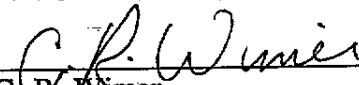
The name and address of the person signing these articles is:

C. R. Wimer
c/o Porter, Wright, Morris & Arthur
4501 Tamiami Trail North
Suite 400
Naples, Florida 34103

ARTICLE X. Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 17th day of March, 1998.



C. R. Wimer
c/o Porter, Wright, Morris & Arthur
4501 Tamiami Trail North
Suite 400
Naples, Florida 34103

State of Florida

County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared C. R. WIMER, _____ who produced _____ identification or who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
in the state and county aforesaid, this 17th day of March, 1998.

Bethel Jane Nagy
Signature of Notary Public



Bethel Jane Nagy
My Commission CC580683
Expires Nov. 09, 2000

BETHEL JANE NAGY

Name of Notary Public Typed

CC 580683

Serial or License Number of
Notary Public

My Commission Expires: 11/09/2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that SOUTHWEST FLORIDA YOUTH FAIR, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at City of Naples, County of Collier, State of Florida, has named GARY K. WILSON, located at 4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.


C. R. WIMER

FILED
98 MAR 20 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


GARY K. WILSON, Resident Agent