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LAW OFFICE OF
CLARK & KORTENHAUS, P.A.

Blair W. Clark
Daniel J. Kortenhaus

300 31st Street North, #101
Post Office Box 13175
St. Petersburg, FL 33733-3175
Tel: (813) 327-0098
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March 27, 1998

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-03/30/98-01110-004
*****70.00 *****70.00

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

Re: **Confex International Corporation, (C.I.C.)**

Dear Messrs.:

Enclosed please find two originals of Articles of Incorporation for the above referenced corporation. Please file an original and return a date stamped original in the envelope provided. Also enclosed is one check in the amount of \$70 for the filing fee and the designation of registered agent. As you will be returning a date stamped original, I am not enclosing \$52.50 for a certified copy.

Thank you for your attention in this matter.

With best regards,



Bryon T. LoPreste

BL
Enclosures
(c:\wp60\form\corporat\corpfile.let)

FILED
98 MAR 30 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bryon LoPreste GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp name - remove DBA
DATE 4/2
DOC. EXAM BB

B. BROCK APR 2 1998

ARTICLES OF INCORPORATION
OF
CONFEX INTERNATIONAL CORPORATION.

ARTICLE I
NAME

EFFECTIVE DATE
3-23-98

FILED
98 MAR 30 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is Confex International Corporation

ARTICLE II
DURATION

This Corporation shall exist perpetually, commencing as of March 23, 1998.

ARTICLE III
PURPOSE

This Corporation is organized for the purposes of investments in conference and exhibitions business, trade shows and consumer shows production, organization, management of exhibitions and conferences world wide, investments in exhibits and conventions facilities, and engaging in any and all other lawful business as may be conducted within the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$0 par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE

The initial registered agent of the corporation is Blair W. Clark and the street address of the registered agent of this Corporation is 300-31st Street North, Suite 101, St. Petersburg, Florida 33713 The street address of the office of the Corporation is 4302 Henderson Boulevard, Suite 107, Tampa, FL 33629.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to

comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 23 day of March, 1998.


Blair W. Clark, Registered Agent

ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation initially shall have three directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one nor greater than five. The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Guido Tassini	6372 Palma Del Mar Blvd. Bldg. H, Unit 106 St. Petersburg, FL 33716
Jairo Avila	Urbanicazion Miranda Edificio Palma Bella, Penthouse "C" Caracas, Venezuela
Richard B. Kelly	3809 Corona Street Tampa, FL 33629

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

<u>Name</u>	<u>Address</u>
Blair W. Clark	300 - 31st Street North, Suite 101 St. Petersburg, FL 33713

ARTICLE VIII CUMULATIVE VOTING

There shall be no cumulative voting rights for shareholders of the Corporation.

**ARTICLE IX
PREEMPTIVE RIGHTS**

There shall be no preemptive rights for shareholders of the Corporation.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI
BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XII
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 has executed these Articles of Incorporation this 23 day of March, 1998.


Blair W. Clark, Incorporator

(c:\wp60\corp\confex.art)
3/98 bl

FILED
98 MAR 30 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA