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VINCENT W. WEAVER
3065 Turnbull Bay Road
New Smyrna Beach, FL 32168

FILED
98 JUN -3 AM 9:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 31, 1998

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****122.50 ****122.50

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

RE: ATLANTIC INTERNATIONAL EXPOSITION, INC.

Gentlemen:

Enclosed please find in duplicate Articles of Incorporation for ATLANTIC INTERNATIONAL EXPOSITION, INC., which please file and return to me a certified copy. I am enclosing my check in the amount of \$122.50. If you have any questions please call me at (904) 426-1962.

I have also enclosed a prepaid overnight envelope for you to use to return the certified copy. Thank you.

Sincerely,

Michelle M. Buchanan
MICHELLE M. BUCHANAN

Michelle Buchanan GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Principal Office*
DATE *6-5-98*
DOC EXAM *MM*

ARTICLES OF INCORPORATION
OF
ATLANTIC INTERNATIONAL EXPOSITION, INC.

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TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is ATLANTIC INTERNATIONAL EXPOSITION, INC.

ARTICLE TWO

The term of the existence of the corporation is perpetual. The date and time of the commencement of the corporate existence of the corporation is the date and time of filing these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE THREE

The general purposes for which the corporation is organized are:

- (a) To engage in the business of outdoor amusements.
- (b) To acquire by purchase, lease or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved and any right or interest therein.
- (c) To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever, or retain in any manner whatsoever money, stocks, bonds, realty or any property in any manner not prohibited by law.

(d) To carry on any and all business as manufacturers, producers, merchants, wholesale and retail, importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy, sell and otherwise deal in any materials, articles, or things required in connection with or incidental to the manufacture, production and dealing in such products.

(e) To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.

(f) To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property, and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

(g) The foregoing paragraphs shall be construed as enumerating the purpose, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with a par value of \$1.00 per share. The corporation has authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribed to or acquire shares of any such unissued or treasury shares.

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net value therefor. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of sixty (60) days from date of mailing. If the corporation fails or refuses within such period to make

satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms as set fourth above, and this provision shall be binding upon the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered ^{Principal} office of the corporation is 3065 Turnbull Bay Road, New Smyrna Beach, Florida 32168 and the name of the initial registered agent is VINCENT W. WEAVER, whose address is 3065 Turnbull Bay Road, New Smyrna Beach, Florida 32168.

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of Directors may increased from time to time by the By-Laws. The name and address of each initial Director of this corporation is:

VINCENT W. WEAVER
3065 Turnbull Bay Road
New Smyrna Beach, FL 32168

ARTICLE EIGHT

INCORPORATORS

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

VINCENT W. WEAVER
3065 Turnbull Bay Road
New Smyrna Beach, FL 32168

ARTICLE NINE

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall
be vested in the Board of Directors and the shareholders.

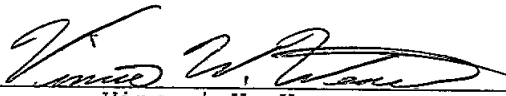
ARTICLE TEN

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

ARTICLE ELEVEN

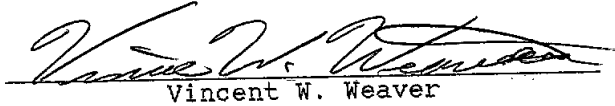
ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation as registered agent for
this corporation.



Vincent W. Weaver

IN WITNESS WHEREOF, the undersigned subscribing
incorporator hereunto set hand and seal, this 28th day of May,
1998.


Vincent W. Weaver

STATE OF FLORIDA)
 :
COUNTY OF VOLUSIA)

Before me, a Notary Public duly authorized in the State
and County aforesaid to take acknowledgments, personally appeared
VINCENT W. WEAVER, personally known to me to be the person
described as incorporator in and who executed and subscribed to
these Articles of Incorporation.

WITNESS my hand and official seal in the County and State
last aforesaid this 28th day of May, 1998.


Notary Public

Printed name:

Paulette A. Harper

