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February 22, 1999

Office of the Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Coconut Grove Jazz Festival, Inc.**
Our File No. 8442


100002788351--0
-02/26/99--01051--013
122.50 **78.75

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the referenced corporation, along with my check in the amount of \$122.50.

Please file the Articles and return to the undersigned one certified copy.

Very truly yours,



MARK R. RUBIN

MRR/ssk

Enclosures (stated)

FILED
99 FEB 26 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
COCONUT GROVE JAZZ FESTIVAL, INC.**

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I.

The name of the corporation is:

COCONUT GROVE JAZZ FESTIVAL, INC.

The mailing address shall be:

2699 So. Bayshore Drive, Suite 600C
Miami, Florida 33133

ARTICLE II.

This corporation is organized to carry on and engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE III.

This corporation is authorized to issue Fifty (50) shares of \$10.00 par value common stock.

ARTICLE IV.

The street address of the initial principal office of this corporation is:

2699 So. Bayshore Drive, Suite 600C
Miami, Florida 33133

The name of the initial registered agent of this corporation is:

ALBERT B. JOHNSON, II

ARTICLE V.

This corporation shall have one (1) 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 one (1). The name and address of the initial directors of this corporation are:

ALBERT B. JOHNSON, II
2699 So. Bayshore Drive, Suite 600C
Miami, Florida 33133

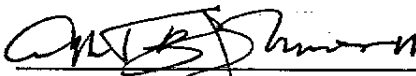
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

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

ALBERT B. JOHNSON, II
2699 So. Bayshore Drive, Suite 600C
Miami, Florida 33133

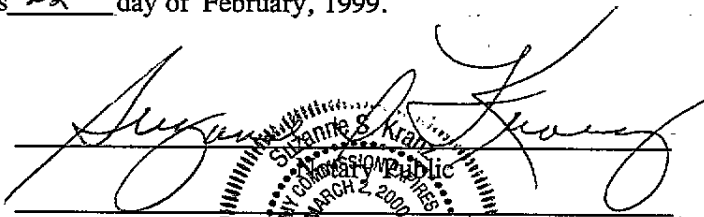

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day of February, 1999.


ALBERT B. JOHNSON, II

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared, ALBERT B. JOHNSON, II who is personally known to me and who did take an oath, the person described in and who executed and subscribed to the above Articles of Incorporation, and that he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

Sworn to and subscribed before me, this 22nd day of February, 1999.

My Commission Expires:

I, ALBERT B. JOHNSON, II, having been designated as the Registered Agent in the above and foregoing articles, and am familiar with and accepts the obligations of the position of registered agent.


ALBERT B. JOHNSON, II

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