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Law office of:  
STEPHEN J. LANKAU, Esq.  
9441 Southwest 140 Street  
Miami, FL 33176

MAY 10, 1999

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

RE: TRANSMITTAL LETTER

100002872931--6  
-05/12/99-01084-011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

To whom it may concern:

Along with this Transmittal Letter I am attaching the Articles of Incorporation for:  
**RIVERFEST INC.**

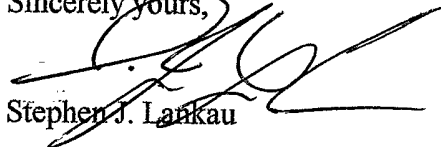
Enclosed is Draft No.: 1235, in the amount of Eighty Seven Dollars and Fifty Cents (\$87.50), in accordance with Florida Statutes as payment for: (1) the filing fee, (2) one certified copy (a copy of which is contained herein), and (3) a Certificate of Status.

Please mail all correspondence relating to the above named corporation to:

Stephen J. Lankau, Esq.  
9441 S.W. 140 Street  
Miami, FL 33139  
Telephone: (305) 952-0181

Thank you for your prompt attention to this matter.

Sincerely yours,

  
Stephen J. Lankau

SJL:d/b/m

FILED  
99 MAY 12 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. BROCK MAY 14 1999

ARTICLES  
OF  
INCORPORATION

(RIVERFEST INC.)

FILED  
99 MAY 12 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the STATE OF FLORIDA, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the STATE OF FLORIDA.

ARTICLE - I

The name of this corporation shall be: RIVERFEST INC.

ARTICLE - II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE - III

The initial place of business and mailing address of this corporation shall be:

ADDRESS: 25 S.W. SOUTH RIVER DRIVE  
MIAMI, FLORIDA 33130

ARTICLE - IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have the powers:

A. To have perpetual succession by its corporate name.

- B. To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- D. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property and assets.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- F. To lend money to, and use its credit to assist, its officers and employees in accordance with FLORIDA STATUTE S607.141.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested.
- J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- K. To elect or appoint officers and agents of the corporation and

define their duties and fix their compensation.

- L. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration.
- M. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- N. To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy.
- O. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock p]option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.
- P. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- Q. To have and exercise all powers necessary of convenient to effect it's purposes.
- R. To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by FLORIDA STATUTE S607.014.

#### ARTICLE - V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE - VI

The initial registered office of this corporation shall be: 9441 SOUTHWEST 140 STREET, MIAMI, FLORIDA 33176, DADE COUNTY FLORIDA. This corporation's initial registered agent such office shall be: STEPHEN J. LANKAU.

**ARTICLE - VII**

There shall be no Board of Directors.

**ARTICLE - VIII**

The initial officers of the corporation shall be:

<u>NAME</u>	<u>TITLE</u>
N/A	PRESIDENT
N/A	VICE PRESIDENT
N/A	SECRETARY
N/A	TREASURER

**ARTICLE - IX**

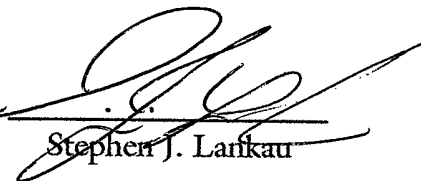
The name and address of the incorporator executing these Articles of Incorporation is:

Stephen J. Lankau, Esq.  
9441 S.W. 140 Street  
Miami, FL 33176

**ARTICLE - X**

The corporation reserves the right to amend or repeal any article contained in the Articles of Incorporation, or add to them, and any right conferred upon the stockholders is subject to this reservation.

The undersigned has executed these ARTICLES OF INCORPORATION on this 10<sup>TH</sup> day of May, 1999.


By:   
Stephen J. Lankau

**STATE OF FLORIDA**  
**COUNTY OF DADE**

**STEPHEN J. LANKAU**, being first duly sworn says:

I HEREBY CERTIFY that on the 10 day of <sup>May</sup>~~FEBRUARY~~, 1999, before me a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared and:

Sworn to and subscribed before me this 10 day of May, 1999, by STEPHEN J. LANKAU, as INCORPORATOR of RIVERFEST INC.


  
Signature and Seal of Notary Public

11/24, 1  
STATE OF FLORIDA  
NOTARY  
PUBLIC

9-1-1 BY STEPHEN J.  
KRISTYN J. NACZY  
My Comm Exp 10/28/99  
Bonded By Service Ins  
No. CC495470

**Name of Notary Public, Typed, Printed or Stamped**

Check one: Personally known OR Produced Identification  
Type of Identification Produced



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida:

First, that **RIVERFEST INC.**, desiring to organize under the laws of the STATE OF FLORIDA within its principal office, as indicated in the ARTICLES OF INCORPORATION has named **STEPHEN J. LANKAU** located at: 9441 Southwest 140 Street, Dade County, Miami, FL 33176, as it's agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Stephen J. Lankau  
Registered Agent

**FILED**  
99 MAY 12 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA