

P99000066587

Brad S. Mandell
Attorney at Law
3354 17th Street
Sarasota, Florida 34235

(941) 954-4529

Fax (941) 952-9130

7/14/99

Florida Department of State
P.O. Box 6327
Tallahassee, Fl 32314

800002935778--9
-07/20/99--01018--007
*****70.00 *****70.00

To whom it may concern,

Enclosed please find a check for \$70.00 to form a Florida Corporation. Further, find the Articles of Dell Exhibition, Inc. and a second copy of the same Articles. Please return the second copy of the Articles after you have dated them to my office address above.

Thank you,


Brad S. Mandell

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 JUL 20 PM 3:11

FILED

D. BROWN JUL 27 1999

ARTICLES OF INCORPORATION
OF
DELL EXHIBITIONS, Inc.

FILED
99 JUL 20 PM 3:11
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Dell Exhibitions, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1000	Common	\$1.00

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the Board of Directors. Consideration for the stock shall not be less

than par value and shares may not be issued until fully paid.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3354 17th Street Sarasota, Fl 34235 and the name of the initial registered agent at that address is Brad S. Mandell Esq.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The Name and address of the initial director of the corporation is Brad Mandell, 3354 17th Street. Sarasota, Fl 34235.

ARTICLE VII - INCORPORATOR AND PRINCIPAL OFFICE

The Name and address of the incorporator of the corporation and principal office is Brad Mandell, 3354 17th Street, Sarasota, Fl 34235.

ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholder shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

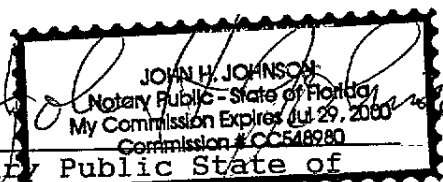
IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 14th day of July, 1999.


Incorporator

STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared Brad Mandell, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that the instrument was executed for the purposes therein expressed.

WITNESS my hand and seal this 14th day of JULY, 1999.


Notary Public State of
Florida at Large My
Commission Expires: 7-29-2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as
Registered Agent of Dell Exhibitions of South Florida.

Dated the 14th day of July, 1999.



Registered Agent

FILED
99 JUL 20 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA