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**KIEVIT, KELLY & ODOM
ATTORNEYS AT LAW**

ROBERT W. KIEVIT
JOHN BARRY KELLY II
BRADLEY S. ODOM
MICHAEL J. STEBBINS
STEPHEN G. WEST
DEBRA D. COOPER

PLEASE REPLY TO:

15 WEST MAIN STREET
PENSACOLA, FLORIDA 32501
TELEPHONE (850) 434-3527
FAX (850) 434-6380
KKO@PCOLA.GULF.NET

FRANCIS BAYLEY
475 HARRISON AVENUE
PANAMA CITY, FLORIDA 32401
TELEPHONE (850) 784-4770
FAX (850) 784-9033
KKO@PANAMA.GULF.NET
FT. WALTON BCH (850) 243-9099

September 24, 1999

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*****78.75 *****78.75

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

RE: Frank Brown International Songwriters'
Festival of Florida, Inc.

Gentlemen:

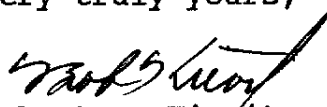
Enclosed for filing and approval are the original and a copy
of Articles of Incorporation of the above-referenced corporation.

Also enclosed is our check in the amount of \$78.75 filing fee
and for a certified copy.

Please acknowledge and return the certified copy to me.

Thank you for your attention to this matter.

Very truly yours,


Robert W. Kievit

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ARTICLES OF INCORPORATION
OF
FRANK BROWN INTERNATIONAL SONGWRITERS'
FESTIVAL OF FLORIDA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be FRANK BROWN INTERNATIONAL SONGWRITERS' FESTIVAL OF FLORIDA, INC.

ARTICLE II. PRINCIPAL OFFICE

The initial principal office of the corporation shall be located at, and the mailing address of the corporation shall be, 17401 Perdido Key Beach Road, Pensacola, Florida 32507.

ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually commencing on the date of filing of these Articles by the Department of State.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent of the corporation is the law firm of KIEVIT, KELLY & ODOM, P.A., 15 West Main Street, Pensacola, Florida, 32501.

ARTICLE VI. INCORPORATOR

The incorporator to these Articles is Robert W. Kievit, whose street address is 15 West Main Street, Pensacola, Florida 32501.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLE VII. DIRECTORS

The corporation shall initially have one director. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be fewer than one. The initial director of the corporation shall be Joseph R. Gilchrist, whose address is 17401 Perdido Key Beach Road, Pensacola, Florida 32507.

ARTICLE VIII. AMENDMENT

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

The undersigned incorporator has executed these Articles of Incorporation this 24th day of September, 1999.


Robert W. Kievit

Having been named to accept the service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, the law firm of Kievit, Kelly & Odom, P.A., by its undersigned President, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 24th day of September, 1999.

KIEVIT, KELLY & ODOM, P.A.

By: 
Robert W. Kievit, President

RWK:skh:September 22, 1999

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SECRETARY OF STATE
PALM BEACH, FLORIDA

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