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December 6, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Domestic Charter Section
409 East Gaines Street
Tallahassee, Florida 32301

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-12/07/99--01075--002
*****78.75 *****78.75

Re: **BEST EVENTS AND ATTRACTIONS, INC.**

Gentlemen:

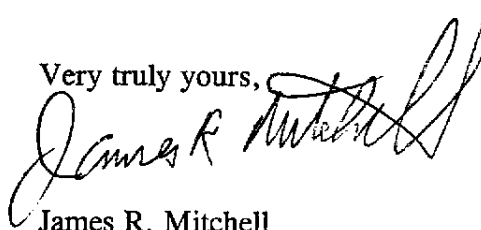
Enclosed is the original Articles of Incorporation for BEST EVENTS AND ATTRACTIONS, INC., and the original Certificate Designating Registered Agent together with a check for \$78.75 representing the following:

Articles of Incorporation Filing Fee	\$ 35.00
Registered Agent Designation Filing Fee	35.00
Certified Copy Fee	<u>8.75</u>
Total	\$ 78.75

Please file these Articles immediately upon receipt and return a certified copy to our office.

If you have any questions or if there is a problem with the filing, please telephone this office before returning the documents. Your prompt attention to this matter is appreciated.

Very truly yours,


James R. Mitchell

Enclosures

T. Burch DEC 9 1999

FILED
99 DEC -7 AM 10:18
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BEST EVENTS AND ATTRACTIONS, INC.

FILED
99 DEC -7 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: BEST EVENTS AND ATTRACTIONS, INC.

The principal address of this corporation is:

19513 Wyndmill Circle
Odessa, Florida 33556

ARTICLE II - BUSINESS AND ACTIVITIES

This corporation may, and is authorized to, engage in any business as permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of ONE DOLLAR AND NO CENTS per share.

ARTICLE IV - TERM OF EXISTENCE

The effective date upon which this corporation shall come into existence shall be upon acceptance by the Florida Office of Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 19513 Wyndmill Circle, Odessa, Florida 33556, the name of the initial registered agent of this corporation at that address is ROBERT J. KEENAN.

ARTICLE VI - DIRECTORS

A. The initial number of directors of this corporation shall be THREE (3).

B. The number of directors of this corporation may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefrom.

E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name:</u>	<u>Street Address:</u>
ROBERT J. KEENAN	19513 Wyndmill Circle Odessa, Florida 33556
LINDA E. KEENAN	19513 Wyndmill Circle Odessa, Florida 33556
MARCI LEE	2936 Lake Valencia Blvd. Palm Harbor, Florida 34684

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, that any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporators signing these articles are:

<u>Name:</u>	<u>Street Address:</u>
ROBERT J. KEENAN	19513 Wyndmill Circle Odessa, Florida 33556

ARTICLE VIII - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

ARTICLE IX - AMENDMENT TO ARTICLES

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the board of directors which are inconsistent with bylaws adopted by the shareholders shall be void, and the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 6TH day of December, 1999.


ROBERT J. KEENAN

**BEST EVENTS AND ATTRACTIONS, INC.
CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That BEST EVENTS AND ATTRACTIONS, INC., desiring to organize under the laws of the State of Florida with its principal office, 19513 Wyndmill Circle, Odessa, Florida 33556 as indicated in the Articles of Incorporation, has named ROBERT J. KEENAN, located at 19513 Wyndmill Circle, Odessa, Florida 33556, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

BEST EVENTS AND ATTRACTIONS, INC.

By:


ROBERT J. KEENAN, REGISTERED AGENT

12/6/99
Date

FILED
99 DEC -7 AM 10:18
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA