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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 173003 10295A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : December 3, 1996

ORDER TIME : 9:20 AM

ORDER NO. : 173003-005

900002018089--0

CUSTOMER NO: 10295A

CUSTOMER: Itzhak Bachar, Esq
ITZHAK BACHAR, P.A.

1 Nationwide Bank Building
633 N.e. 167th St., Ste. 1112
North Miami Bea, FL 33162

FILED
96 DEC -3 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: NIGHTLIFE U.S.A. INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS:

DEC 3 1996 BSB

ARTICLES OF INCORPORATION

OF

NIGHTLIFE U.S.A. INC.

FILED

96 DEC -3 PM 12: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NIGHTLIFE U.S.A., INC.

The address of the principal office of this corporation shall be 2024 N.E. 161st Street, Suite M, North Miami Beach, Florida, 33162, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2024 N.E. 161st Street, Suite M, North Miami

Beach, Florida 33162, and the name of the initial registered agent of the corporation at that address is RAHMIM HOKIMA.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

This corporation shall have one Director, initially. The name and address of the initial members of the Board of Directors are:

Rahmim Hokima
Dir.

2024 N.E. 161st Street, Suite M
North Miami Beach, FL 33162

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed

are:

RAHMIM HOKIMA
Pres.


ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation:

RAHMIM HOKIMA

IN WITNESS WHEREOF, the undersigned agent of NIGHTLIFE U.S.A., INC.
has hereunto set their hand and seal of Incorporator on
November 26, 1996.

By:

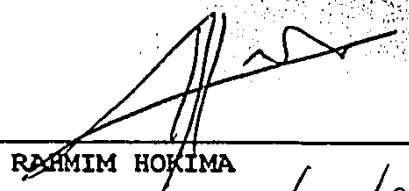

RAHMIM HOKIMA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

RAHMIM HOKIMA, an individual, authorized to transact
business in this State, having a business office identical with
the registered office of the corporation named above, and having
been designated as the Registered Agent in the above and
foregoing Articles, is familiar with and accepts the obligations
of the position of Registered Agent under Section 607.0505,
Florida Statutes.

FILED
96 DEC -3 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By:


RAHMIM HOKIMA

11/21/96