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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
Night & Day Management, Inc.

Certificate of Status	<input type="checkbox"/>
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**ARTICLES OF INCORPORATION
OF
NIGHT & DAY MANAGEMENT, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.
Name**

The name of the corporation shall be:

NIGHT & DAY MANAGEMENT, INC.

**ARTICLE II.
Nature of Business**

This corporation may engage or transact in any or all lawful activities or businesses 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 100 shares of common stock having \$5 par value. The corporation will begin business with \$500 in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.
Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be 650 West Avenue, Suite 2607, Miami Beach, Florida 33139, or such other location as the

Richard L. Steinberg, Esq. Fla. Bar No. 147598
STEINBERG & YAFFE, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140
(305) 538-2344/Dade (954) 462-2344/Broward

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Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have 2 director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

Michel De Valck
1800 Sunset Harbor Drive, Apt. 1210
Miami Beach, Florida 33139

**ARTICLE VIII.
Officers**

The name and street address of the officers of this corporation is:

NAME AND ADDRESS	POSITION
Michel De Valck 1800 Sunset Harbor Drive, Suite 1210 Miami Beach, Florida 33139	President/Director
Gilles Curtat 650 West Avenue, Suite 2607 Miami Beach, Florida 33139	Vice President/Director

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**ARTICLE VIII.
Registered Office & Registered Agent**

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140-3413, and the name of the initial registered agent of this corporation at that address is Paul B. Steinberg, Esq.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 30th day of December, 1998.




Michel DeValck
Subscriber

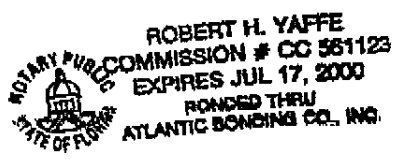
STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Michel DeValck, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 30th day of December, 1998.



NOTARY PUBLIC
State of Florida at Large



STEINBERG & YAFFE, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140
(305) 538-2344/Dade (954) 462-2344/Broward

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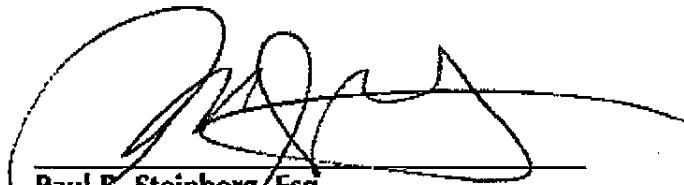
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for **Night & Day Management, Inc.** and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 30 day of December, 1998.



Paul B. Steinberg, Esq.
Registered Agent

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