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Account Name : STEINBERG & YAFFE, P.A.
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Night & Day Management II, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04 (6)
Estimated Charge	$78.75

BM 2/26/99

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ARTICLES OF INCORPORATION

OF

NIGHT & DAY MANAGEMENT II, 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.

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ARTICLE I.
Name

The name of the corporation shall be:

NIGHT & DAY MANAGEMENT II, 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, FL 33139, or such other location as the 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:

Gilles Curtat
650 West Avenue, Suite 2607
Miami Beach, FL 33139

ARTICLE VIII.
Officers

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

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

ARTICLE VIII.
Registered Office & Registered Agent

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, FL 33140-3413, and the name of the initial registered agent of this corporation at that address is Richard L. 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 25th day of February, 1999.

Gilles Curtat
Subscriber

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

Richard L Steinberg
My Commission CC807125
Expires February 7, 2003

BEFORE ME, the undersigned authority, personally appeared **Gilles Curtat**, 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 25th day of February, 1999.

NOTARY PUBLIC
State of Florida at Large

H990000046856

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for **NIGHT & DAY MANAGEMENT II, INC.** and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 25th day of February, 1999.

Richard L. Steinberg, Esq.
Registered Agent

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