



F 98000006840

DIVERSIFIED CORPORATE SERVICES INT'L, INC.

41 State Street, Ste. 515 100 Golden Isles Dr., Ste. 1204
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Florida Department of State
 409 East Gaines Street
 Tallahassee, Florida 32301
 Att: CORPORATIONS DIVISION

December 09, 1998

700002708847--8
 -12/10/98--01055--003
 122.50 **78.75

RE: NIGHTWING ENTERTAINMENT GROUP, INC.

Dear Sirs/Madams,

Enclosed please find an ORIGINAL and COPY of the APPLICATION FOR AUTHORITY for the above referenced corporation. Please FILE AND CERTIFY, using the attached check in full payment for services requested, and return to the above using the enclosed FEDERAL EXPRESS envelope.

Thank you for your cooperation in this matter.

Very truly yours,

[Signature]
 Jerry Joseph

W98-27740

FILED

98 DEC 17 PM 12:46

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL DEC 17 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1998

DIVERSIFIED CORPORATE SERVICES INT'L. INC.
ATTN: JERRY JOSEPH
41 STATE STREET, SUITE 515
ALBANY, NY 12207

SUBJECT: NIGHTWING ENTERTAINMENT GROUP, INC.
Ref. Number: W98000027740

FILED
98 DEC 17 PM 12:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

We have received your document for NIGHTWING ENTERTAINMENT GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The jurisdiction under the laws of which the entity is incorporated or organized must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 498A00058452

DIV

APPLICATION FOR AUTHORITY OF
NIGHTWING ENTERTAINMENT GROUP, INC.

under Chapter 607.1503 of the Business Corporation Law

THE UNDERSIGNED, being the President of Nightwing Entertainment Group, Inc., for the purpose of applying for authority to do business in the State of Florida, pursuant to Chapter 607.1503 of the Business Corporation Law, does hereby certify and set forth:

[1] The name of the Corporation is:

NIGHTWING ENTERTAINMENT GROUP, INC.

[2] The Certificate of Incorporation of Nightwing Entertainment Group, Inc., was filed with the Department of State of the State of Nevada on the 14th day of January, 1987, with perpetual duration.

[3] Nightwing Entertainment Group, Inc., shall commence doing business within the State of Florida, only, upon qualification by the Department of State of that State.

[4] The principal office and mailing address of the Corporation within the State of Florida shall be located at:

5225 Ehrlich Road, Suite B
Tampa, Florida 33624

[5] The registered office and the registered agent of the Corporation within the State of Florida shall be located at:

5225 Ehrlich Road, Suite B
Tampa, Florida 33624
Philip Cohen, Agent

[a] Having been named to accept service of process for the above stated Corporation, at the place herein designated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Signed:


Philip Cohen, Agent

[6] The name and address of each Officer and Director of the

Corporation is hereby stated as follows:

Philip Cohen-Pres./Director 5225 Ehrlich Rd., Ste. B, Tampa, FL 33624
Richard Margolies-
Sec./Director 5225 Ehrlich Rd., Ste. B, Tampa, FL 33624

[7] The nature of the business which Nightwing Entertainment Group, Inc., shall conduct within the State of Florida is as follows:


To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained; subject to any express limitations set forth herein, or in the Business Corporation Law.

To engage in the business of furnishing amusement, entertainment and diversion to the public, either indoors or outdoors, and to that end, to purchase or lease amusement parks, golf parks, outdoor theatres, indoor theatres, motion picture theatres, athletic fields, arenas, and other places to manage and conduct the same as places of public amusement and diversion; and to grant concessions to individuals, companies or corporations to conduct at such places of amusement particular businesses for the amusement, entertainment and refreshment of the public.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to a corporation by such statute.

[7] The total number of shares which the Corporation is authorized to issue is one hundred million (100,000,000) shares, all of which are to be at \$.001 par value.

IN WITNESS WHEREOF, I have signed this Certificate on this 9th day of December, 1998, and I affirm the statements contained herein as true, under penalties of perjury.

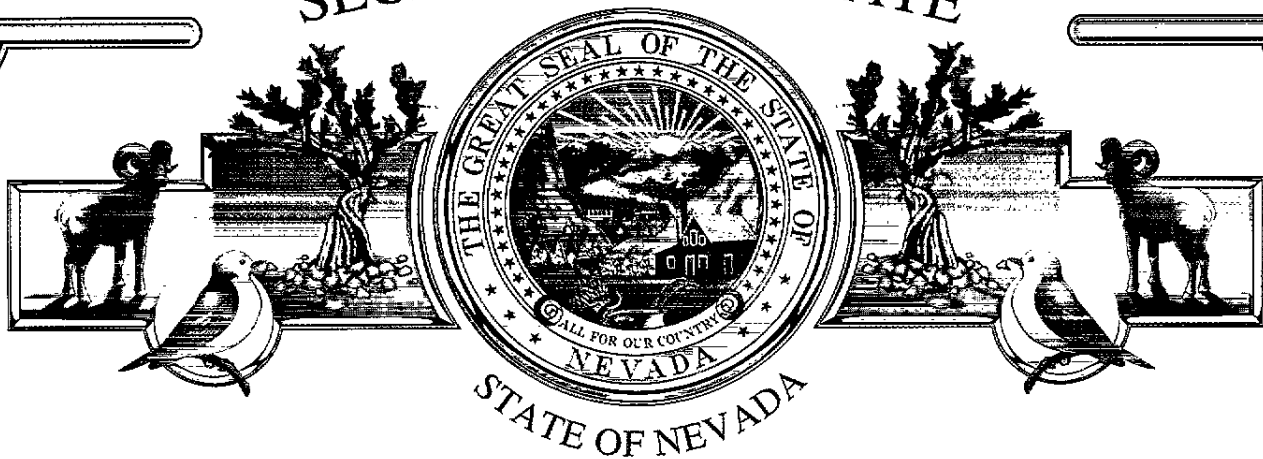


Philip Cohen
President

5225 Ehrlich Road, Suite B
Tampa, Florida 33624

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98 DEC 17 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NIGHTWING ENTERTAINMENT GROUP, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 14, 1987, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on December 8, 1998.



Dean Heller

Secretary of State

By

Chris

Certification Clerk

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA