

P60000024804

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
3-2-00

800003158618--5
-03/06/00--01113--002
*****70.00 *****70.00

SUBJECT: KNIGHT LIGHTS DISTRIBUTING INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FILED
00 MAR -6 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: SCOTT BAUER
Name (Printed or typed)

1743 PLANTATION CIRCLE S.E.
Address

PALM BAY FL 32909
City, State & Zip

402-724-5545
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

S. Thompson MAR 10 2000

EFFECTIVE DATE
3-2-00

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

KNIGHT LIGHTS DISTRIBUTING, INC.

ARTICLE I - NAME

The name of this corporation is KNIGHT LIGHTS DISTRIBUTING, Inc., and its address is 1743 Plantation Circle S.E., Palm Bay, Florida, 32909

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the date of subscription and acknowledgement hereof as provided by Florida statute 607.0203.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire, and deal in and with articles and property of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the state of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue two and one half million (2,500,000) shares of \$0.01 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise prohibited by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1743 Plantation Circle S.E., Palm Bay, Florida 32909, and the name of the initial registered agent of this corporation at that address is Scott Bauer.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
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Scott Bauer	1743 Plantation Circle S.E., Palm Bay, FL 32909.
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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles of incorporation is Scott Bauer, 1743 Plantation Circle S.E., Palm Bay, FL 32909.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the Board of Directors of this corporation.

ARTICLE XII - INDEMNIFICATION

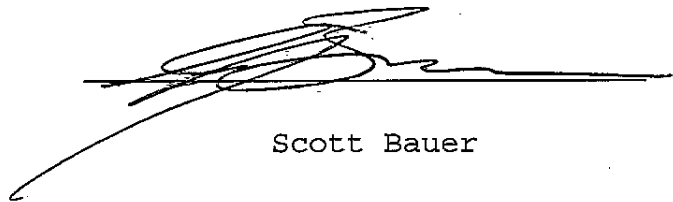
The corporation shall, to the fullest extent permitted by Florida statute section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in

another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of Incorporation this 2nd day of March, 2000.

A handwritten signature in black ink, appearing to read 'Scott Bauer', is written over a horizontal line. The signature is stylized with a large, sweeping initial 'S'.

Scott Bauer

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS

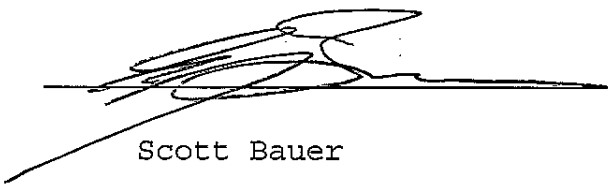
MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said act:

FIRST, that KNIGHT LIGHTS DISTRIBUTING, Inc., desiring to
organize under the laws of the State of Florida, with its
principal office as indicated by the Articles of Incorporation in
the city of Palm Bay, County of Brevard, State of Florida, has
named Scott Bauer located at 1743 Plantation Circle S.E., Palm
Bay, FL 32909, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT

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 to agree to comply with
the provisions of said act relative to keeping open said office.


Scott Bauer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA