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GINNIE VAN KESTEREN

BOARD CERTIFIED CIVIL TRIAL AND  
BUSINESS LITIGATION LAWYER

March 21, 2000

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

800003181708--5  
-03/23/00--01080--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **Nightshift, Inc.**

To Whom It May Concern:

Enclosed for filing are Articles of Incorporation for the above-referenced entity, together with our check no. 7903 in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Acceptance of Registered Agent fee.

Thank you for your assistance with this filing.

Sincerely,

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.

Alan M. Gross

AMG:gel  
Enclosures

FILED  
00 MAR 23 PM 5:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CC.  
328.00

**ARTICLES OF INCORPORATION**  
**OF**  
**NIGHTSHIFT, INC.**

FILED  
00 MAR 23 PM 5:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I**  
**Name and Address**

The name of the Corporation shall be NIGHTSHIFT, INC., and its mailing address is 4615 Gulf Blvd., #104-145, St. Petersburg, Florida 33706.

**ARTICLE II**  
**Purpose and Powers**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III**  
**Term of Existence**

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV**  
**Capital Stock**

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, \$.01 par value.

**ARTICLE V**  
**Board of Directors**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of three (3) Directors, whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Roland Penetsdorfer	4615 Gulf Blvd., #104-145 St. Pete Beach, FL 33706
Andreas Schutti	4615 Gulf Blvd., #104-145 St. Pete Beach, FL 33706

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE VI**  
**Bylaws**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

**ARTICLE VII**  
**Amendments**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

**ARTICLE VIII**  
**Registered Office and Agent**

Section 1. The street address of the initial registered agent of the Corporation shall be One Progress Plaza, NationsBank Tower, Suite 1210, St. Petersburg, Florida 33701.


Section 2. The name of the initial registered agent of the Corporation located at said address shall be Alan M. Gross.

**ARTICLE IX**  
**Incorporator**

The name and address of the incorporator is:

Name	Address
Alan M. Gross	NationsBank Tower One Progress Plaza Suite 1210 St. Petersburg, Florida 33701

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 16 day of March, 2000.

  
\_\_\_\_\_  
ALAN M. GROSS

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 16th day of March, 2000, by ALAN M. GROSS, who ☒ is personally known to me or ☐ has produced as identification and who ☐ did ☐ did not take an oath.

My Commission Expires:



  
Notary Public

(SEAL)

LINDA L BARTLEY  
(Print Name of Notary Public on this line)

ACCEPTANCE

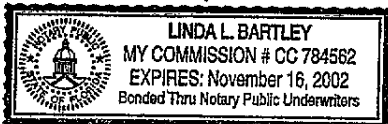
I hereby accept to act as initial Registered Agent for NIGHTSHIFT, INC., as stated in these Articles of Incorporation.

  
ALAN M. GROSS

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 16th day of March, 2000, by ALAN M. GROSS, who ☒ is personally known to me or ☐ has produced as identification and who ☐ did ☐ did not take an oath.

My Commission Expires:



  
Notary Public

(SEAL)

LINDA L BARTLEY  
(Print Name of Notary Public on this line)

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MAR 23 PM 5:39  
TALLAHASSEE, FLORIDA  
CLERK OF STATE