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VIA OVERNIGHT DELIVERY

Corporation Information Services
New Corporations Section
1201 Hays Street
Tallahassee, Florida 32301

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-05/09/00--01096--007
*****78.75 *****78.75

Re: **Midnight D'Lights, Inc.**
Our File Reference No. 116.001
Cone, Yong, Stewart & Houston, P.A. Account No.: 4351925

Dear Sir or Madam:


Enclosed please find an original and one copy of the Articles of Incorporation of Midnight D'Lights, Inc.

Please file the original of the Articles of Incorporation, and certify and return the copy to me by regular U.S. mail. Please telefax confirmation of filing to me at (904)354-1747. Enclosed is a check in the amount of \$78.75 computed as follows:

Filing Fee	\$35.00
Certified Fee	8.75
Registered Agent Fee	35.00
TOTAL	<u>\$78.75</u>

Please feel free to call if you have any questions.

Sincerely,


James L. Odom

Enclosures

APPROVED
AND
FILED

00 MAY -9 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 MAY -9 PM 1:11

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

MIDNIGHT D'LIGHTS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **MIDNIGHT D'LIGHTS, INC..**

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 1420 S. First Street, Lake City, Florida 32025-5750.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(b) **Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1420 S. First Street, Lake City, Florida 32025-5750, and the name of the initial registered agent of this corporation at that address is James L. Odom.

ARTICLE VII

Directors

(a) **Number.** This corporation shall have no directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Incorporator

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


James L. Odom, 1420 S. First Street, Lake City, Florida 32025-5750

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

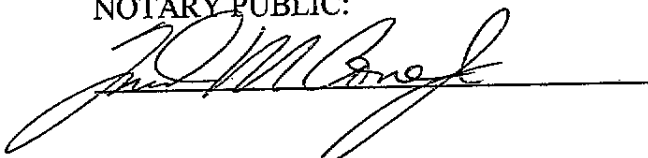
31st IN WITNESS WHEREOF, the Incorporator has executed these Articles the
day of March, 2000..


JAMES L. ODOM, Incorporator

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 31st day of March
2000, by JAMES L. ODOM, who is personally known to me and who took an oath.

NOTARY PUBLIC:





Fred M. Cone, Jr.
MY COMMISSION # CC790786 EXPIRES
December 3, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

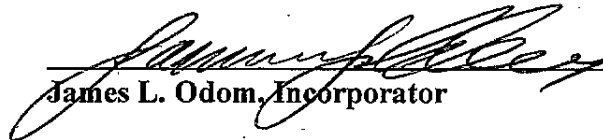
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

MIDNIGHT D'LIGHTS, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **JAMES L. ODOM** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be **1420 S. First Street, Lake City, Florida 32025-5750**.

DATED this 31st day of March, 2000.


James L. Odom, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 31st day of March, 2000.


James L. Odom, Registered Agent

APPROVED
AND
FILED

00 MAY -9 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA