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February 15, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
FEB 19 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation – NIGHT & DAY ENTERPRISES, INC.

Dear Sir/Madam:

300003719103--5
-02/19/01--01137--002
*****70.00 *****70.00

Please find enclosed each of the following:

1. Original and one copy of Articles of Incorporation concerning NIGHT & DAY ENTERPRISES, INC.
2. Original and one copy of Certificate Designating Registered Office for the Service of Process Within the State of Florida, and Naming the Registered Agent Upon Whom Process May be Served concerning NIGHT & DAY ENTERPRISES, INC.
3. A check in the sum of \$70.00 made payable to the Secretary of State for your filing fee.

Please file the above documents and return a "file stamped" copy to me as soon as possible.

Thanking you in advance for your cooperation, I am

Sincerely yours,


CHARLES S. DAYHOFF III

CSD:bf
Enclosures
cc: Salvatore V. Natale
01-1763-SS

PD 10-02-01

ARTICLES OF INCORPORATION
OF
NIGHT & DAY ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **NIGHT & DAY ENTERPRISES, INC.**
2. **Principal Office/Mailing Address.** The principal office of the corporation is 832 Bayshore Drive, Tarpon Springs, Florida 34689. The mailing address of the corporation is 832 Bayshore Drive, Tarpon Springs, Florida 34689.
3. **Duration.** The period of its duration shall be perpetual.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.
6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is as follows:

CHARLES S. DAYHOFF III, ESQUIRE
3830 Tampa Road, Suite 150
Palm Harbor, FL 34684

7. **Initial Board of Directors.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by any amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

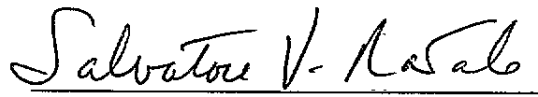
<u>Name</u>	<u>Address</u>
SALVATORE V. NATALE	832 Bayshore Drive Tarpon Springs, FL 34689

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
SALVATORE V. NATALE	832 Bayshore Drive Tarpon Springs, FL 34689

9. **Amendment of Articles.** 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 Incorporator has executed these Articles of Incorporation this 15th day of February, 2001.

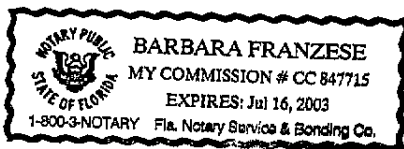

SALVATORE V. NATALE
INCORPORATOR


CHARLES S. DAYHOFF III
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT was acknowledged before me this 15th day of February, 2001, by **SALVATORE V. NATALE**, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

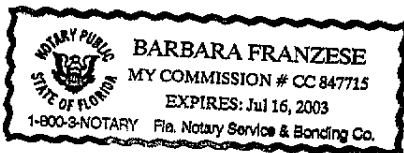


Barbara Franzeze
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: BARBARA FRANZESE

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT was acknowledged before me this 15th day of February, 2001, by **CHARLES S. DAYHOFF III**, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.



Barbara Franzeze
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: BARBARA FRANZESE

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
UPON WHOM PROCESS MAY BE SERVED**

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

1. That **NIGHT & DAY ENTERPRISES, INC.**, desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Tarpon Springs, State of Florida, has named **CHARLES S. DAYHOFF III**, 3830 Tampa Road, Suite 150, Palm Harbor, FL 34684, as its Registered Agent to accept service of process within the State of Florida.

DATED: February 15, 2001.

**NIGHT & DAY ENTERPRISES, INC., a
Florida corporation**

By *Salvatore V. Natale*
SALVATORE V. NATALE
President

Having been named to accept service of process for the above-stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: February 15, 2001.

Charles S. Dayhoff III
CHARLES S. DAYHOFF III
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA