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March 2, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/05/01--01125--012
*****78.75 *****78.75

RE: 5th AVENUE BY NITE, INC.

Dear Sir:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check
for:

_____ \$70.00	___X___ \$78.75	_____ \$122.50	_____ \$122.50
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

Sincerely yours,



George K. Brew

GKB/jld

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

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: 5th Avenue by Nite, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11150-1D San Jose Boulevard
Jacksonville, Florida 32223

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of no par value

ARTICLE IV - INITIAL REGISTERED AGENT & STREET ADDRESS:

The name and address of the initial registered agent is:

Daniel Grayfeather
5204 Oxford Crest Drive
Jacksonville, Florida 32258

ARTICLE V - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Daniel Grayfeather
5204 Oxford Crest Drive
Jacksonville, Florida 32258

FILED
01 MAR -5 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, who do not need to be shareholders of the corporation. The following individual or individuals shall serve as the first Board of Directors:

Daniel Grayfeather

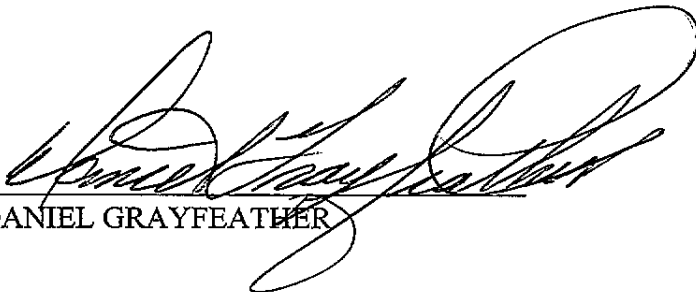
ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may make a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law of which he may be lawfully granted.

ARTICLE VIII - INCORPORATOR

The incorporator of the corporation, Daniel Grayfeather, a natural person who is competent to contract and whose address is 5204 Oxford Crest Drive, Jacksonville, Florida 32258, executed these Articles of Incorporation this 2nd day of March 2001.

INCORPORATOR



DANIEL GRAYFEATHER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

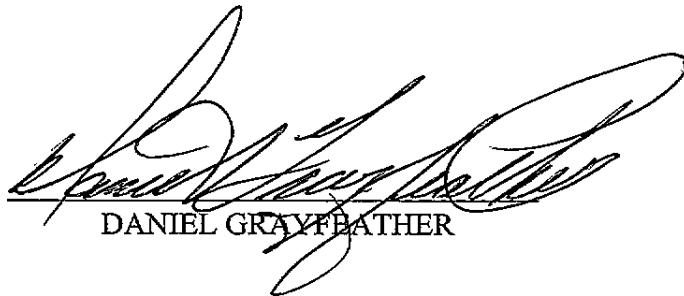
PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES THAT, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: 5th Avenue by Nite, Inc.
2. The name and address of the registered agent and office is:

Daniel Grayfeather
5204 Oxford Crest Drive
Jacksonville, Florida 32258

FILED
01 MAR -5 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and 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.


DANIEL GRAYFEATHER

March 2, 2001
DATE