

WAYNE PEARSALL
ATTORNEY AT LAW

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813/870-2633
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P02000003063

January 2, 2002

Department of State
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

100004755151--8
-01/07/02--01039--013
*****78.75 *****78.75

Dear Sir/Madam,

Enclosed please find Articles of Incorporation for a new corporation along with a check in the amount of \$78.75 to cover the cost of filing, registered agents fee and fee for a certified copy. Thank you for your assistance and if you have any questions, please feel free to contact me.

EFFECTIVE DATE
01-21-01

Sincerely,


Wayne Pearsall

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02 JAN -7 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN JAN 10 2002

ARTICLES OF INCORPORATION OF MIDNIGHT MERMAID, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is Midnight Mermaid, Inc.

ARTICLE II

EFFECTIVE DATE

01-21-01

The existence of the Corporation shall begin on January 21, 2002.

ARTICLE III

The street address of the principal office of the Corporation is 2506 Azeele Street, Tampa, FL 33609.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 15,000, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2506 Azeele Street, Tampa, FL 33609. The initial registered agent for the Corporation at that address is Wayne Pearsall.

ARTICLE VI

The initial board of directors shall consist of one member. This member may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the person who will serve on the initial board of directors are:

| Name | Address |
|----------------|--------------------------------------|
| Wayne Pearsall | 2506 Azeele Street, Tampa, FL 33609. |

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TALLAHASSEE, FLORIDA

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

| Name | Address |
|----------------|-------------------------------------|
| Wayne Pearsall | 2506 Azeele Street, Tampa, FL 33609 |

ARTICLE VIII

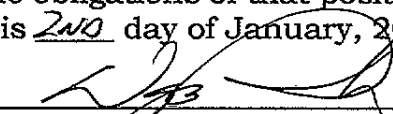
The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 2, 2002.


WAYNE PEARSALL

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MIDNIGHT MERMAID, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3). Dated on this 2ND day of January, 2002.


WAYNE PEARSALL

FILED
02 JAN -7 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA