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CAPITAL CONNECTION

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07/09 '03

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Account Name : YOUR CAPITAL CONNECTION, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

BOCA NIGHTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****BOCA NIGHTS, INC.****ARTICLE I****NAME:** The name of this corporation is: **BOCA NIGHTS, INC.****ARTICLE II****COMMENCEMENT OF EXISTENCE:** This corporation shall commence to exist on the date filed with the Secretary of State.**ARTICLE III****PURPOSE:** This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.**ARTICLE IV****CAPITAL STOCK:** This corporation is authorized to issue 100 shares of \$5.00 par value common stock, which shall be the only class of shares authorized at this time.**ARTICLE V****PRE-EMPTIVE RIGHTS:** Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.**ARTICLE VI****INITIAL REGISTERED OFFICE AND AGENT:** The street address of the principal office of this corporation is 21073 Powerline Road, Suite 45-47, Boca Raton, Florida 33433.

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The name of the initial registered office and initial registered agent of this corporation is: **Alyson E. Greenfield, Esq.**, 15105 NW 77th Avenue, Suite 303, Miami Lakes, FL 33014.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall initially have two (2) directors. The name and address of the initial directors are: David Rachmani of 2558 Jardin Way, Weston, Florida 33327 and Yuri Zohar of 21073 Powerline Road, Suite 45-47, Boca Raton, Florida 33433. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The initial officers are: Yuri Zohar- President/Treasurer and David Rachmani- Vice-President/Secretary.

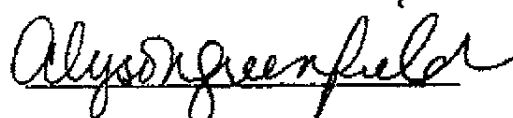
ARTICLE VIII

INCORPORATOR: The names and address of the person signing these Articles of Incorporation, as an incorporator is: **Alyson E. Greenfield, Esq.**, 15105 NW 77th Avenue, Suite #303, Miami Lakes, Florida 33014.

ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 9th day of July, 2003.



Alyson E. Greenfield, Esq.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE MADE.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that BOCA NIGHTS, INC., with its principal office located at 21073 Powerline Road, Suite 45-47, Boca Raton, Florida 33433 has named Alyson E. Greenfield, Esq., located at 15105 NW 77th Avenue, Suite 303, Miami Lakes, Florida 33014, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designate in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.


Alyson E. Greenfield, Esq.
Registered and Resident Agent

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