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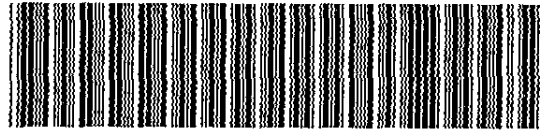
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 238088 82467A

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 78.75

ORDER DATE : September 11, 2003

ORDER TIME : 9:40 AM

ORDER NO. : 238088-005

CUSTOMER NO: 82467A

CUSTOMER: Stephen H. Kurvin, Esq
Stephen H. Kurvin, Esquire

7 South Lime Avenue

Sarasota, FL 34237

DOMESTIC FILING

NAME: NOQTURNAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NOQTURNAL, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is NOQTURNAL, INC.

II.

The period of its duration is perpetual.

III.

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV.

The corporation shall have authority to issue 1,000 shares, all of one class, \$1.00 par value.

V.

The address of its principal office is 7 South Lime Avenue, Sarasota, Florida 34237, and the name of its initial registered agent is Stephen H. Kurvin, at 7 South Lime Avenue, Sarasota, Florida 34237. The address of the principal office and the mailing address shall be the same.

VI.

The number of directors constituting its initial Board of Directors are two (2), whose names and addresses are:

Scott C. Smith
Unit 910, 6300 Midnight Pass Rd.
Sarasota, FL 34242

Jeff Olsen
1637 Oak Street, #10
Sarasota, FL 34236

VII.

The names and addresses of the incorporators are:

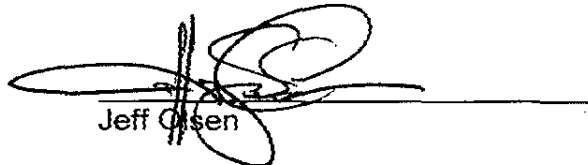
Scott C. Smith
Unit 910, 6300 Midnight Pass Rd.
Sarasota, FL 34242

Jeff Olsen
1637 Oak Street, #10
Sarasota, FL 34236

Dated: September 10th, 2003.



Scott C. Smith



Jeff Olsen

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared SCOTT C. SMITH, who is personally known to me and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Sarasota in said County and State this 10th day of September 2003.


Notary Public
My Commission Expires:

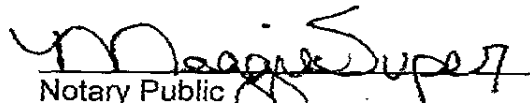


Maggie Super
MY COMMISSION # CC915475 EXPIRES
March 2, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared JEFF OLSEN, who is personally known to me and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Sarasota in said County and State this 10th day of September 2003.


Notary Public
My Commission Expires:



Maggie Super
MY COMMISSION # CC915475 EXPIRES
March 2, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

I. That NOQTURNAL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 7 South Lime Avenue, Sarasota, Florida 34237, has named Stephen H. Kurvin at 7 South Lime Avenue, Sarasota, Florida 34237 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Stephen H. Kurvin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA