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(Business Entity Name)

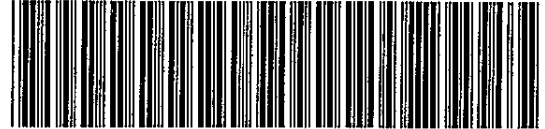
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FBI - NEW YORK

A & M Accounting & Management Inc.

Professional Accounting & Income Tax- Member of Nat. Society of Accountants

Certified Tax Professionals - Notary Public

1691 NE. 123rd. ST. N. Miami, Fl. 33181

TE# (305) 893-2670-2669. FAX# (305) 893-7231

August 23, 2004

Fla. Dept. of State
Div. of Corporation
NEW FILINGS SECTION

We send a check for \$ 78.75 covering
FILING FEE & CERTIFICATE OF STATUS
for the new Co.

NIGHT BREED GUITARS, INC.

Please return the Articles to my office

Any question please call me
Thank you very much



Amelia Javier
Public Accountant

04 AUG 20 04 1:55
STATE OF FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
NIGHT BREED GUITARS, INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporation.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: **NIGHT BREED GUITARS, INC.**

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural might or could do, and in addition thereto engage in any activity or business permitted under the laws of the State of Florida, viz:

- a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever, to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any person, firm or corporation.
- b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, sell, assign, transfer, invest in, trade real and personal property of every kind and description
- c) To subscribe for, purchase, invest in, hold, own assign, pledge and otherwise dispose of shares of capital stock, bond, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any person, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including to right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.
- d) To acquire, hold, undertake and fully exploit the good will, property rights franchises and assets of every kind, and the liabilities of any persons, firm, association or corporations, either wholly or partly and to pay for

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SECRET
DIVISION

cash, stocks, or bonds of the company or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business right or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise,

f) In any manner to acquire, enjoy utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and there under.

g) To conduct business and operations and to have one or more offices and hold, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.

h. To purchase or otherwise acquire, become interested in deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account upon realize as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences or indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates, evidencing shares of interest or interest in common law trust and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent with power to let contracts for any such advertising and to make and carry out contracts of every kind any nature that may be conducive to the accomplishments of any purpose of the Corporation.

j) To do any and all things, and everything necessary and proper for the

accomplishments of the objects, enumerated in these Articles of Incorporations or any amendment thereto necessary and incidental to the protection and benefit of the corporation in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are here and included.

ARTICLE III CAPITAL STOCK

The capital stock of this corporation shall be 100 shares, no par value, common stock. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: These stocks may not be transferred on the books of the corporation without first giving the right of purchase for ten (10) days prior thereto to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record at the same price and terms of any bona fide offer which the holder may desire to. All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than 1000 dollars.

ARTICLE V CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be
11615 NE. 20th. Dr. N. Miami, Fl. 33181

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders, however, this Corporation shall have no less than one (1) Director at any time.

ARTICLE VIII
DIRECTORS

The name and post office addresses of the first board of directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
Gabriel Rastelli (Pres.)	11615 NE. 20th. Dr. N. Miami, Fl. 33181

ARTICLE IX
SUBSCRIBERS

The name and post office address of the subscriber(s) executing these Articles of incorporation is as follows:

NAME	ADDRESS
Gabriel Rastelli (Pres.)	11615 NE. 20th. Dr. N. Miami, Fl. 33181

ARTICLE X

This Corporation reserves the right to amend, alter change or repeal any provision contained in these Articles, of Incorporations, in the manner now or hereafter prescribed by Statute or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this Corporation shall have the power to make or amend the By Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XI

Board of Directors shall control the officers of the corporation. and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

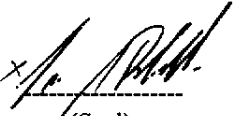
The original incorporators of this corporation shall have the right , upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person , or to firms or corporations who may Hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall in lieu of the original incorporations, assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida Shall be:
Gabriel Rastelli, 11615 NE. 20th. Dr. N. Miami, FL 33181

IN WITNESS WHEREOF, we the undersigned being each of original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and respectfully agree to take the number of share hereinabove set forth, and hereunto set out hands and seal, this 23 days of August, 2004

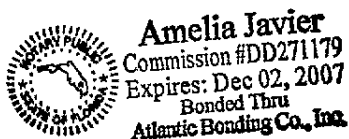

(Seal)

STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared: Gabriel Rastelli
to me known to be the person (s) described in and who executed the foregoing Articles of Incorporation,

and who, after being by me first duly sworn upon oath, depose and say and do acknowledge before me, that the said Articles to be the Act and Deed of the signors respectively and respectfully, and the facts and matters therein set forth are true and correct.

Witness my hand and official seal at , Florida , this 23 of August, 2004



My commission expires:

Amelia Javier
NOTARY PUBLIC
State of Florida

At large

Certificate designating place of Business or domicile for the service of process within Florida, naming Agent upon may be served in compliance with Section 49.091 Florida Statutes, the following is submitted.

First that Night Breed Guitars, Inc.

Desiring to organize or qualify under the Laws of the State of Florida with its principal place of Business at The City of Miami

State of FLORIDA Has named _____

Gabriel Rastelli
(Name of Resident Agent)

11615 NE. 20th. DR. N. Miami, Fl. 33181

(Street address and number of building -Post Office Box Addresses are not acceptable)

State of Florida, as its Agent to accept Services by process within Florida

Signature *[Signature]*
Corporate Officer

Title President

Date 08/23/04

Having been named to Accept Service of Process for the above Stated Corporation at the place designated in this Certificate. I hereby agree to Act in this capacity, and I further agree to comply the provisions of all Statutes relative to the proper and complete performance of my Duties.

Signature *[Signature]*
Resident Agent

Date 08/23/04

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