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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

midnight cove II sales office inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

(5)

ARTICLES OF INCORPORATION

OF

Midnight Cove II Sales Office Inc.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: Midnight Cove II Sales Office Inc.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 6327 Midnightpass Road, Sarasota, FL 34242

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is 100 shares of common stock, having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: The Law offices of Van Ness & Van Ness, P.A., 46 N. Washington Blvd., Suite 9, Sarasota, FL 34236

ARTICLE VII

The name and address of the officers and board of directors shall be:

President

Barbara Isaacman

1106 Sheridan Avenue North, Minneapolis,
MN 55411

1st Vice President

Fitz-Edward Otis

1700 Cove Place II, #321, Sarasota, FL
34242

Vice President

Bob Dieckmann

840 Massachusetts Drive, Cincinnati, OH
45245

Secretary

Kurt Greber

1200 Cove Place II, #831, Sarasota, FL
34242

Treasurer

Don Baer

158 Easton Place, Burr Ridge, IL 60527

Director

USA Investment Co.

6209 West Harper Drive, Yorktown, IN 47396

Director

Mike Mullins

1924 Fairview Drive, Englewood, FL 34223

ARTICLE VIII

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 NW 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 11th day of OCTOBER, 2005.


INCORPORATOR
Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE****Midnight Cove II Sales Office Inc.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, 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.



The Law Office of Van Ness & Van Ness, P.A.
46 N. Washington St., Suite 9
Beverly Hills, FL 34206
Mr. W. Scott Van Ness
Registered Agent

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