

POS000/59979

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000279032 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

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

RECEIVED  
FLORIDA

DEC 6 11 11:10

FILED

**FLORIDA PROFIT CORPORATION OR P.A.**

**maunaloa nights & days usa corp.**

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

Electronic Filing Menu

Corporate Filing

Public Access Help

3

FILED

H05000279032 05 DEC -5 PM 11:41

STATE OF FLORIDA  
TALLAHASSEE

ARTICLES OF INCORPORATION

OF

MAUNALOA NIGHTS & DAYS USA CORP.

ARTICLE I - NAME

The name of this corporation is, Maunaloa Nights & Days USA Corp., 11380 Prosperity Farms Rd. # 221E, Palm Beach Gardens Florida 33410.

ARTICLE II - PURPOSE

This Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any such business within or without the United States.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - PREEMPTIVE RIGHTS

Except as to such agreements as the shareholders may execute, each stockholder of this corporation shall, because of his or her ownership of stock have the preemptive or other right to purchase, subscribe for or take any part, prorata or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

H05000279032

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is:

11380 Prosperity Farms Rd. #221E  
Palm Beach Gardens, Florida 33410

The name of the initial registered agent of this Corporation at such address is:

Rafael Falcones

**ARTICLE VI - INCORPORATOR**

The name and address of the initial incorporator and of this Corporation:

Rafael Falcones  
11380 Prosperity Farms Rd. #221E  
Palm Beach Gardens, Florida 33410

**ARTICLE VII - BOARD OF DIRECTORS AND OFFICERS**

The number of directors and officers may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial Directors are:

Rafael Falcones  
11380 Prosperity Farms Rd. #221E  
Palm Beach Gardens, Florida 33410

**ARTICLE VIII - POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member associated or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker,

guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness, both past and future, of any other persons, to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

#### ARTICLE IX - DIRECTOR - CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

a) The fact that such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

b) The fact that such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

#### ARTICLE X - INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other Corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the Corporation, shall be

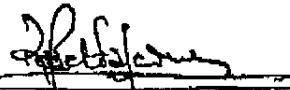
H05000279032

indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgements, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of their heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another Corporation, partnership, limited partnership, joint venture, trust or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

ARTICLE XI - DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with the law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of December, 2005.

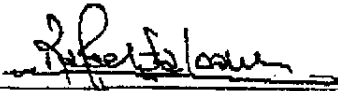


Rafael Falcones, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of Maunaloa Nights & Days USA Corp.. at the place designated in the Articles of Incorporation, Rafael Falcones hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Fla. Stat. (1981), relative to keeping open such office until such time as shall notify the Corporation of resignation.

Dated this 1st day of December, 2005.



Rafael Falcones

H05000279032