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To:

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

From:

Account Name : IRA L. KAHN ATTORNEY AT LAW
Account Number : 120050000091
Phone : (954) 925-8222
Fax Number : (954) 925-4440

FLORIDA PROFIT/NON PROFIT CORPORATION

Nightlife Pass, Inc.

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ARTICLES OF INCORPORATION

NIGHTLIFE PASS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes and forms a corporation for profit under the Laws of Florida.

ARTICLE I - NAME

The name of this corporation is:

NIGHTLIFE PASS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of Common Stock. The par value of each share of stock is \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00).

ARTICLE V - CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 6651 Falconsgate Ave. Davie, Florida 33331.

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TALLAHASSEE
FLORIDA

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ARTICLE VII - MANAGEMENT

The business of the corporation shall be managed by the Stockholders of the corporation rather than by a Board of Directors

ARTICLE VIII - SUBSCRIBER

The name and address of the initial subscriber to these Articles of Incorporation and the number of shares outstanding are:

<u>Name and Address</u>	<u>Shares</u>
Trace Cox 6651 Falconsgate Ave. Davie, FL 33331	400
Diego Caiola 18500 NE 7 th Court N. Miami Beach, FL 33162	600

OFFICERS

The name and address of the officers of this corporation are as follows:

<u>Name and Address</u>	<u>Office</u>
Trace Cox 6651 Falconsgate Ave. Davie, FL 33331	President, Secretary
Diego Caiola 18500 NE 7 th Court N. Miami Beach, FL 33162	Vice President, Treasurer

IN WITNESS WHEREOF, We, the subscribers, have executed these Articles of Incorporation this 3 day of Jan, 2007.

Trace Cox
Trace Cox, President


STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Trace Cox who is/are personally known to me ✓ or has produced _____ as identification, to be the individual described in and whom executed the foregoing Articles of Incorporation, and have acknowledged before me that he executed the same for the purposes therein expressed.

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IN WITNESS WHEREOF, I have hereunto affixed my hand and official
seal this 3 day of January, 2007



NOTARY PUBLIC

My commission expires:

PRINTED NAME OF NOTARY PUBLIC

NOTARY PUBLIC-STATE OF FLORIDA
 Ira L. Kahn
Commission # DD238957
Expires: SEP 17, 2007
Bonded Thru Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT NIGHTLIFE PASS, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS AT CITY OF DAVIE, STATE OF FLORIDA, HAS NAMED TRACE COX,
LOCATED AT 6651 FALCONSGATE AVE., DAVIE, FLORIDA 33331 AS ITS RESIDENT
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Trace Cox
Trace Cox
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE 1/3/07

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE

Trace Cox
Trace Cox,
REGISTERED AGENT
6651 FalconsGate Ave.
Davie, FL 33331

DATE

1/3/07