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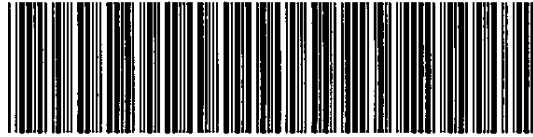
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2007 JUL 23 AM 11:25  
SECRETARY OF STATE  
-TALLAHASSEE, FLORIDA

J. Shivers JUL 24 2007

SYDNEY J. MONDA

260 S.E. MIZNER BOULEVARD, #605  
BOCA RATON, FLORIDA 33432

July 20, 2007

**VIA FEDERAL EXPRESS**

Division of Corporations  
Department of State  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Nightshift Music & Entertainment, Inc.**

Dear Sir/Madam:

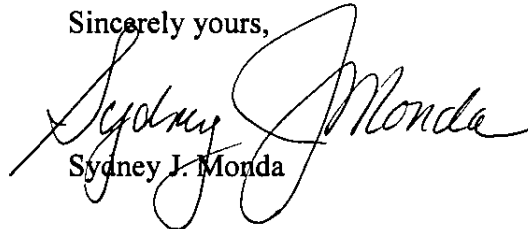
Enclosed for filing are an original and one copy of the Articles of Incorporation, along with a check in the amount of \$78.75 for the following:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>8.75</u>
Total	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return the certified copy to the undersigned at the address listed above. Should you have any questions, kindly call me at (561) 362-9595. Thank you in advance for your assistance and prompt attention to this matter.

Sincerely yours,

  
Sydney J. Monda

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**NIGHTSHIFT MUSIC & ENTERTAINMENT, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be: NIGHTSHIFT MUSIC & ENTERTAINMENT, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 3010 East 16<sup>th</sup> Street, Lighthouse Point, Florida 33064.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Million (1,000,000) shares of Common Stock, par value \$.0001 per share, and One Million (1,000,000) shares of Preferred Stock, par value of \$.0001 per share.

Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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2007 JUL 23 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Vincent Balsamo  
3010 East 46<sup>th</sup> Street  
Lighthouse Point, Florida 33064

ARTICLE VII  
BOARD OF DIRECTORS

This corporation shall have one (1) Director initially.

Vincent Balsamo  
3010 East 46<sup>th</sup> Street  
Lighthouse Point, Florida 33064

ARTICLE VIII  
INCORPORATOR

The name address of the person signing these Articles of Incorporation as the Incorporator is Vincent Balsamo, 3010 East 46<sup>th</sup> Street, Lighthouse Point, Florida 33064.

ARTICLE IX  
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other

enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.


ARTICLE X  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI  
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 19<sup>th</sup> day of July 2007.

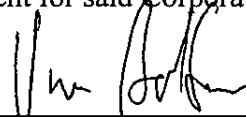
  
\_\_\_\_\_  
Vincent Balsamo, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE FOR PROCESS**

NIGHTSHIFT MUSIC & ENTERTAINMENT, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 3010 East 46<sup>th</sup> Street, Lighthouse Point, Florida 33064 has named Vincent Balsamo whose address is 3010 East 46<sup>th</sup> Street, Lighthouse Point, Florida 33064 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
\_\_\_\_\_  
VINCENT BALSAMO

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2007 JUL 23 AM 11:25  
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TALLAHASSEE, FLORIDA