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February 26, 1996

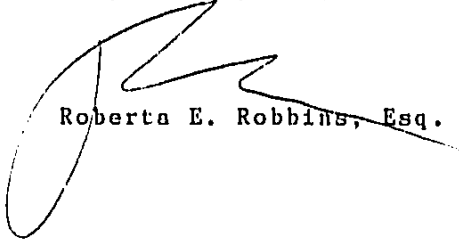
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/28/96--01037--017
*****122.50 *****122.50

Dear Sirs:

Enclosed is check for \$122.50 for articles of incorporation,
designation of and acceptance by registered agent, and certified
copy.

Very truly yours,


Roberta E. Robbins, Esq.

54ltrDepSt
RER/LRC

FILED
96 FEB 28 AM 11:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 3/1/96

ARTICLES OF INCORPORATION
OF
NIGHT FLYER PROMOTIONS, INC.

FILED
96 FEB 28 AM 11:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation shall be: NIGHT FLYER PROMOTIONS, INC.

ARTICLE II

The address of the principal office and the mailing address is

1100 San Pedro Ave.
Coral Gables, Fl. 33156

ARTICLE III

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV

The Corporation is organized for the purposes of promotions or any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the Corporation shall have the authority to issue is one hundred (100), all of which are of a par value of one(1.00) dollar each, are of the same class, and are to be common shares, fully paid, and non-assessable.

ARTICLE VI

The name of the initial registered agent of the Corporation and the address of the initial registered office is:

ROBERTA E. ROBBINS, ESQUIRE
9300 South Dadeland Blvd.
Suite 313
Miami, Florida 33156

ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of the initial director is:

President, ANDREA L. ROBBINS
Vice President,
Secretary

ARTICLE VIII

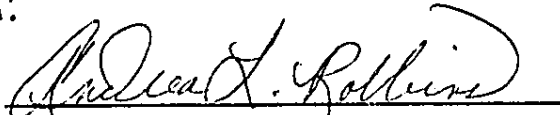
The name and address of the incorporator is:

ANDREA L. ROBBINS
1100 San Pedro Ave.
Coral Gables, FL 33156

ARTICLE IX

The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have filed with the Office of the Secretary of State.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on Feb 22, 1996 at 2:15 P.M. in Miami, Dade County, Florida.


ANDREA L. ROBBINS, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

On this 22nd day of February, 1996 at Miami, Florida
before me, a Notary Public in and for the State and County
aforesaid, personally appeared ANDREA L. ROBBINS who is to me

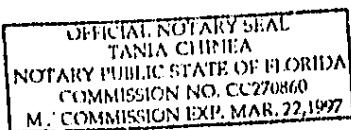
known to be the person named as the Incorporator in the foregoing Articles of Incorporation of NIGHT FLYER PROMOTIONS, INC. and who duly acknowledged to me that she subscribed said Articles of Incorporation as the Incorporator of said corporation on the date and time aforesaid.

WITNESS MY HAND and seal of office on the date and at the time aforesaid.

Tania Chinea
Notary Public, State of Florida

My Commission Expires:

MARCH 22, 1997



personally known ✓

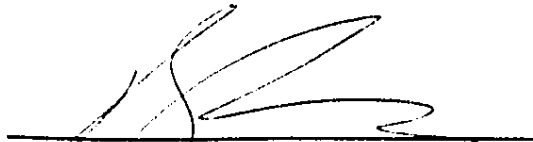
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

NIGHT FLYER PROMOTIONS, INC. desiring to organize under the laws of the State of Florida with its initial office as indicated in the Articles of Incorporation at 9300 South Dadeland Blvd., Suite 313, Miami, Fl. 33156 has named ROBERTA E. ROBBINS, ESQUIRE as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state Corporation at the place designated in this Certificate I hereby accept to act in this capacity and agree to comply with the provisions of the Florida law relative to keeping open said office.


ROBERTA E. ROBBINS, ESQUIRE

50ArtofInc

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SECRETARY OF STATE
TALLAHASSEE FLORIDA