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April 22, 1996

P96000036855

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

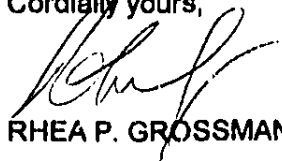
**RE: Night Runner, Inc.**

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. I have also enclosed a check in the amount of \$122.50 to cover the cost of the filing fee and for a certified copy of the Articles.

If there is anything further needed please contact my office.

Cordially yours,

  
RHEA P. GROSSMAN

RPG/sjs  
Encls.

cc: John T. McCabe, III (w/encl)

FILED  
96 APR 24 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MSB  
4/25/96

FILED

96 APR 24 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
NIGHT RUNNER, INC.**

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is **NIGHT RUNNER, INC.**, a Florida corporation.
2. Principle Place of Business. The principle place of business for said corporation is 1410 Southwest 12th Street, Pompano Beach, Florida 33069.
3. Duration. The period of its duration is perpetual.
4. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including the marketing and retail sales of a patented product to be known as "night runner".
5. Capital Stock. The corporation is authorized to issue 100 shares, all of one class, at no par value.
6. Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation as follows:

Rhea P. Grossman  
2780 Douglas Road  
Suite #300  
Miami, Florida 33133-2749

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Articles of Incorporation for  
NIGHT RUNNER, INC.

7. Initial Board of Directors This corporation shall have 3 directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than 3. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN T. McCABE, III	P.O.Box 9815 Coral Springs, Florida 33075 <sup>1/</sup>
JAMES J. REILLY	4175 N.W. 90th Ave. #202, Coral Springs, FL 33065
CARYL J. SORENSEN	3020 N.E. 39th St., Ft. Lauderdale, FL 33308

8. Incorporator. The names and addresses of the incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN T. McCABE, III	P.O.Box. 9815 Coral Springs, Florida 33075 <sup>2/</sup>
JAMES J. REILLY	4175 N.W. 90th Ave. #202, Coral Springs, FL 33065
CARYL J. SORENSEN	3020 N.E. 39th St., Ft. Lauderdale, FL 33308

9. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

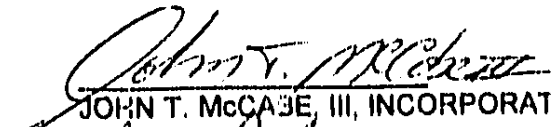
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, this 19<sup>th</sup> day of April, 1993.

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<sup>1/</sup> Mr. McCabe is a police officer with the City of Pompano and his home address is protected by statute.

<sup>2/</sup> See footnote #1, *supra*.

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Articles of Incorporation for  
NIGHT RUNNER, INC.

  
JOHN T. McCABE, III, INCORPORATOR

  
JAMES J. REILLY, INCORPORATOR

  
CARYL J. SORENSEN, INCORPORATOR

I HEREBY am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
RHEA P. GROSSMAN, REGISTERED AGENT

DATED: April 19, 1996.

FILED  
96 APR 24 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000036855

RHEA P. GROSSMAN, P.A.  
ATTORNEY AT LAW

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FAX (954) 771-1388

May 24, 1996

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

RE: Night Runner, Inc.  
Articles of Incorporation - Doc. No. P96000036855

Dear Sir:

This is to inform you that the principle place of business as set forth in the Articles of Incorporation is to be corrected to reflect the following address:

1410 Southwest 12th Avenue, Pompano Beach, Florida 33069.

Thank you.

Cordially yours,

  
RHEA P. GROSSMAN

RPG/sjs

cc: Off. John T. McCabe, III

updated LR 5/28