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5874 Deerfield Place
Lake Worth, Florida 33463
501.008.0000

September 26, 1996

New Corporate Filings
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

900001958939
-09/27/96--01038--016
****122.50 ****122.50

I have included in this package two (2) originals of the Articles of Incorporation for the following corporations:

1. EZ Nite Products, Inc.
2. First Capital Equities, Inc.
3. First Capital Holdings, Inc.
4. Fund Equities Management, Inc.
5. Serene Design Corporation
6. SleepEase Corporation

.....for filing as corporations in the State of Florida.. Enclosed also for filing fees is a check in amount of \$122.50 for each such corporation that includes sufficient funds to provide me with a certified copy by return prepaid Federal Express (also enclosed).

Thank -you.

Don A. Paradiso

Don A. Paradiso,
Attorney-at-Law

DAP/c

624-
W96-20728

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -8 PM 3:47

ag 10/8/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT -8 PM 3:47

October 1, 1996

DON A. PARADISO, ESQUIRE
5874 DEERFIELD PLACE
LAKE WORTH, FL 33463

SUBJECT: EZ NITE PRODUCTS, INC.
Ref. Number: W96000020728

We have received your document for **EZ NITE PRODUCTS, INC.** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 596A00044940

ARTICLES OF INCORPORATION
OF

EZ Nite Products, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned, being an individual, does hereby act as Incorporator for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, and therefore, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The corporate name for the corporation (hereinafter the "corporation") is:

EZ Nite Products, Inc.

ARTICLE II
EXISTENCE AND DURATION

The period of duration of this corporation is perpetual.

ARTICLE III
PURPOSES AND POWERS

The purpose for which this corporation is organized is to engage in all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act. In furtherance of such lawful purposes, the corporation shall have and may exercise all rights, powers and privileges now or hereafter exercisable by corporations organized under the laws of the State of Florida. In addition, it may do everything necessary, suitable, convenient or proper for the accomplishment of any its corporate purposes.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares of common stock which this corporation shall have authority to issue is one hundred million (100,000,000) shares at par value of one tenth of one cent (\$.001) per share. The common stock of the corporation that is issued and outstanding shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of common stock shall be entitled to one vote for each share of common stock held.

The aggregate number of shares of preferred stock which this corporation shall have authority to issue shall be twenty million (20,000,000) shares at par value of one tenth of one cent (\$.001) per share. The preferred stock shall be divided into Series A preferred stock, Series B preferred stock, and Series C preferred stock, which shall have all the same rights and privileges except voting rights as expressly set forth below:

(a) Series A preferred stock which shall consist of ten million shares (10,000,000) shall have no voting rights.

(b) Series B preferred stock which shall consist of nine million nine hundred ninety thousand shares (9,990,000) shall have no voting rights.

(c) Series C preferred stock which shall consist of ten thousand (10,000) shares, shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of preferred stock, Series C, shall be entitled to one vote for each share of preferred stock, Series C, held.

There shall be no cumulative voting by shareholders.

The shareholders shall have no preemptive rights to acquire any shares of the corporation.

The common stock of the corporation after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation.

ARTICLE V INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office in the State of Florida is 5874 Deerfield Place, Lake Worth, Florida, 33463 and the name of its initial registered agent at said registered office is Don A. Paradiso, Attorney-at-Law. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE VI PRINCIPAL OFFICE

The address of the principal office of the corporation is 4901 NW. 17th Way, Suite 407, Ft. Lauderdale, Florida, 33309-3773. The corporation may maintain offices, agencies, and places of business in any other state in the United States and in foreign countries without restriction as to place, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of this corporation is one (1) and the number of directors of this corporation shall not be less than one (1). The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor is elected and qualified is:

Don A. Paradiso, Attorney-at-Law

5874 Deerfield Place,
Lake Worth, Florida, 33463

ARTICLE VIII INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**ARTICLE IX
ADDITIONAL ENGAGEMENTS**

Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Don A. Paradiso, Attorney-at-Law

5874 Deerfield Place
Lake Worth, Florida, 33463

Dated this 15th day of August, 1996.

A handwritten signature in cursive script that reads "Don A. Paradiso". The signature is written in dark ink and is positioned to the right of the date.

Don A. Paradiso, Incorporator

City of Lake Worth
County of Palm Beach
State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT -8 PM 3:47

WRITTEN CONSENT OF INCORPORATOR TO ORGANIZATIONAL ACTION
OF

EZ Nite Products, Inc.

Under Section 607.0205 of the Florida Business Corporation Act

The following action is taken this day through this instrument by the incorporator of the above named corporation. The election of the following person to serve as the initial director of corporation until the first shareholders' meeting or until such other time at which directors are elected:

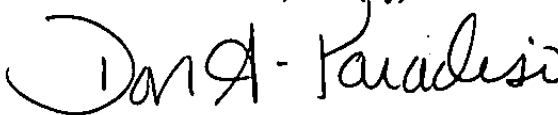
Don A. Paradiso, Attorney-at-Law, Incorporator



Signed on August 15, 1996

Having been named its Registered Agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

EZ Nite Products, Inc. (By):



Don A. Paradiso
Attorney-at-Law

Dated: August 15, 1996