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Law Offices Of
STEVEN SILVERMAN
A Professional Association

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Two Datan Center
Suite 1225
9130 S. Dadeland Boulevard
Miami, Florida 33156-7849

October 28, 1996

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32301

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-11/01/96--01082--014
****122.50 ****122.50

RE: The Midnight Oil Corporation, Inc.
Our File No. 96-3078

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for the above named entity. Also enclosed is my firm's check in the amount of \$122.50 for filing the Articles. Please return to the undersigned a certified copy of the Articles.

Thank you for your courtesy and attention to this matter.

Sincerely yours,


Steven Silverman

SS/cd
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
THE MIDNIGHT OIL CORPORATION, INC.**

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The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: **THE MIDNIGHT OIL CORPORATION, INC.**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

ARTICLE V
DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation shall be located at:

1 S.E. Third Avenue
10th Floor
Miami, Florida 33131

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is:

Two Datan Center, Suite 1225
9130 South Dadeland Boulevard
Miami, Florida 33156

The name and address of the initial registered agent of the corporation is:

STEVEN SILVERMAN, P.A.
Two Datan Center, Suite 1225
9130 South Dadeland Boulevard
Miami, Florida 33156-7849

ARTICLE XI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The names and addresses of the initial

directors of this corporation are:

SCOTT GERBER, Vice/President
185 East 85th Street
New York, New York 10028

RANDE GERBER, President
200 East 64th Street
Apartment 23-B
New York, New York 10021

ARTICLE X

INCORPORATORS

The names and addresses of the persons signing these Articles are:

SCOTT GERBER
185 East 85th Street
New York, New York 10028

RANDE GERBER
200 East 64th Street
Apartment 23-B
New York, New York 10021

ARTICLE XI

ACTIONS OF DIRECTORS WITHOUT MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XII
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 23 day of OCTOBER, 1996.

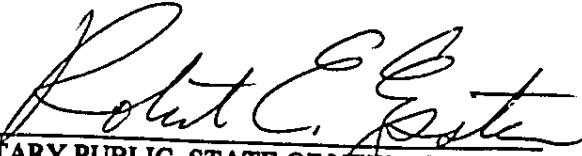


SCOTT GERBER

STATE OF NEW YORK }
COUNTY OF New York } SS:

Before me, the undersigned authority, personally appeared, **SCOTT GERBER**, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 23d day of October, 1996.


NOTARY PUBLIC, STATE OF NEW YORK
Print Name: Robert C. Epstein

My Commission Expires:

ROBERT C. EPSTEIN
Notary Public, State of New York
No. 31-4988530
Qualified In New York County
Commission Expires July 13, 1998




RANDE GERBER

STATE OF NEW YORK }
COUNTY OF *New York* } SS:

Before me, the undersigned authority, personally appeared, **RANDE GERBER**, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 23rd day of October, 1996.



NOTARY PUBLIC, STATE OF NEW YORK
Print Name: Robert C. Epstein

My Commission Expires:

✓ ROBERT C. EPSTEIN
Notary Public, State of New York
No. 31-4952580
Qualified in New York County
Commission Expires July 13, 1998

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -1 PM 2:33

In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:


That **THE MIDNIGHT OIL CORPORATION, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named **STEVEN SILVERMAN**, located at Two Datan Center, Suite 1225, 9130 South Dadeland Boulevard, Miami, Florida 33156-7849, as its agent to accept service of process within Florida.


SCOTT GERBER


RANDE GERBER

Having been named to accept service of process for the above stated corporation, 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.

Dated this 28 day of October, 1996.


STEVEN SILVERMAN