

George Baker Thomson

ATTORNEY

420 SOUTH DIXIE HIGHWAY
CORAL GABLES, FLORIDA 33146
TELEPHONE (305) 681-1112

P97000051593

JUN 7th, 1997

Secretary of State
Corporations Division
Tallahassee, Florida 32314

I enclose the original and two copies of proposed Articles Of
Incorporation for

MIDNIGHT DELIGHT ENTERPRISES, INC.,

with my check for your completion in amount to cover the attendant
costs of filing.

Thank you very much for your usual splendid attention.

20000051593
JUN 12 1997
TALLAHASSEE, FLORIDA

Sincerely,

George Baker Thomson
GEORGE BAKER THOMSON

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97 JUN -9 PM 12:35
SECRET
TALLAHASSEE, FLORIDA

6/9/97

ARTICLES OF INCORPORATION

ARTICLE I

Name of the Corporation: The name of this corporation shall be:

MIDNIGHT DELIGHT ENTERPRISES, INC.

ARTICLE II

Term of Existence: This corporation shall commence existence at the time and date of the filing of these Articles by the Department of State of the State of Florida, and, thereafter, shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III

Nature of Business: The general purposes for which this corporation is organized are:

- (a) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (b) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (c) To lend money to, and use its credit to assist, its officers and employees as provided by law.
- (d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (h) To make donations for the public welfare or for charitable, scientific, or educational purposes.

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(i) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(j) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(k) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(l) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(m) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV

Capital Stock:

(a) Authorization: The aggregate number of shares of capital stock authorized to be issued by this corporation is 500 shares.

(b) Designation: The capital stock of this corporation is to consist of one class to be known as common stock.

(c) Par Value: Each share of common stock shall have the par value of \$ 1.00.

(d) Consideration: Each share of common stock shall be issued in exchange for consideration which is at least equal to the par value thereof, if there be same, however, all or any part of said common stock may be paid for in cash or in exchange for property labor or services rendered, or any combination of the foregoing, at a fair valuation to be fixed by the Board of Directors which shall be conclusive as to the value of any such consideration.

(e) Non-Assessability: Each share of common stock when issued shall be fully paid for and shall be non-assessable.

(f) Voting Rights: Each share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

(g) Cumulative Voting: No holder of common stock shall be entitled to any right of cumulative voting.

(h) Preemptive Rights: No holder of common stock shall be entitled to any preemptive rights.

(i) Dividends: Record holders of common stock shall be entitled to receive their prorata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

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ARTICLE V

Coral Gables, Florida 33146

GEORGE BAKER THOMSON

ARTICLE VI

Address

18691 Belmont Drive
Miami, Florida 33157

(d) The Stockholders of the corporation may, from time to time, increase or decrease the number of Directors, but there must be a minimum of one Director.

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ARTICLE VII

Incorporators:

The name and address of each incorporator is as follows:

Name	Address	No. of Shares
GEORGE A. BLAND	18691 Belmont Drive Miami, Florida 33157	
		500

ARTICLE VIII

Declarations Under Internal Revenue Code:

(a) The corporation shall at any time have the right to make declaration for reissuance of stock allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under Section 1244, Internal Revenue Code.

(b) The corporation shall at any time have the right to make declaration of election to be taxed as a "Small Business Corporation" (sometimes referred to as Sub-Chapter "S") for income tax purposes under Section 1372, Internal Revenue Code.

ARTICLE IX


Amendment:

These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, the undersigned Incorporator^{es} do make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the Laws of the State of Florida.

DATED: May 31st, 1997


GEORGE A. BLAND


STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared

GEORGE A. BLAND

to me well known and known to me to be the individual~~s~~ described in and who executed the foregoing Articles of Incorporation, and who executed and acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal
at Miami, Dade County, Florida, this 31st
day of May, 1997.

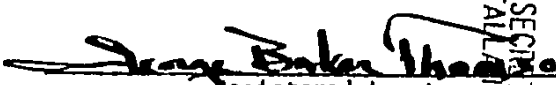

Notary Public, State of Florida at Large

My commission expires:
GEORGE BAKER THOMSON
MY COMMISSION # CC201656 EXPIRES
July 10, 1997
BONDED THRU TROY FAIN INSURANCE, INC.



ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA