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TO: DIVISION OF CORPORATIONS

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PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: NEON NIGHTS, INC.

AUDIT NUMBER.....H97000011031

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 7, 1997

EMPIRE

SUBJECT: NEWON NIGHTS, INC.  
REF: W97000015528

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Becky McKnight  
Document Specialist

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ARTICLES OF INCORPORATION  
OF  
NEON NIGHTS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

NEON NIGHTS, INC.

The address of the principal office of this corporation shall be 10067 S.W. 218th Street, Miami Florida 33190, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The Street address of the initial registered office of the corporation shall be 20801 Biscayne Boulevard, Suite 303, Aventura, Florida 33180, and the name of the initial registered agent of the corporation at that address is Scott Margules, Esquire.

Prepared by: Scott Margules, Esq.  
1 FBN 368326  
20801 Biscayne Blvd. # 303  
Miami, FL 33180  
(305) 933-8933

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

CYNTHIA WHEAT	10067 S.W. 218th Street Miami, Florida 33190
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MICHAEL G. DVORNIK	10067 S.W. 218th Street Miami, Florida 33190
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ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

CYNTHIA WHEAT 10067 S.W. 218th Street Miami, Florida 33190	President/Treasurer
MICHAEL G. DVORNIK 10067 S.W. 218th Street Miami, Florida 33190	Vice President

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

CYNTHIA WHEAT

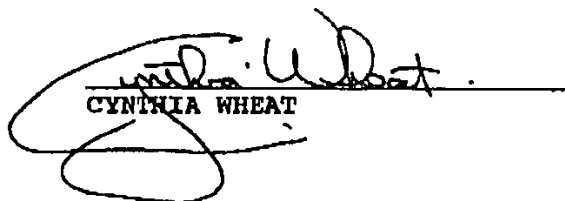
10067 S.W. 218th Street  
Miami, Florida 33190

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer or Director, or any former officers or directors, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of July, 1997.

NEON NIGHTS, INC.

  
CYNTHIA WHEAT

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN  
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE  
DISCHARGE OF HIS DUTIES.

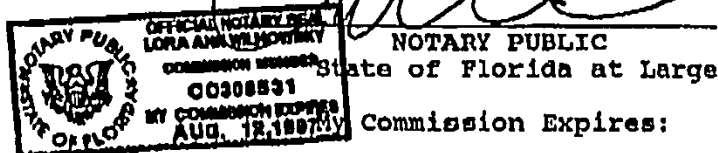
DATED THIS 3rd DAY OF July, 1997.

  
\_\_\_\_\_  
SCOTT MARGULES

STATE OF FLORIDA :  
: SS.  
COUNTY OF DADE

BEFORE ME, a Notary Public authorized in County and State set  
forth above, personally appeared Cynthia W. Hest,  
known to me and known to be the person who, as Incorporator and  
and Scott Margules as Registered Agent, and executed the  
foregoing Articles of Incorporation of NEON NIGHTS, INC., and he  
acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
official seal in the County and State aforesaid, this 3rd day of  
July, 1997.



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