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LAW OFFICES

*Joseph R. Casacci*

JOSEPH R. CASACCI

305 SOUTHEAST 18TH COURT  
FORT LAUDERDALE, FLORIDA 33316  
TELEPHONE (954) 625-9401  
TELECOPIER (954) 523-3954

July 16, 1997

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

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-07/18/97--01076--007  
\*\*\*\*122.50 \*\*\*\*122.50

*Re: Incorporation of Nocturnal Productions, Inc.*

*Our File No.: 97-07-1225*

Gentlemen:

Enclosed please find my check in the amount of One Hundred Twenty-Two and 50/100 (\$122.50) Dollars, which represents the filing fee for the enclosed Articles of Incorporation. A duplicate copy of the Articles has been enclosed for certification and return to my office with the appropriate certificate.

In addition, enclosed herewith please find the Certificate of Designation of Resident Agent, for your records.

If you have any questions regarding the above, please feel free to contact me.

Very truly yours,

*Joseph R. Casacci/lbg*

JOSEPH R. CASACCI

(signed in absence to avoid delay)

JUL 21

BSB

JRC/lbg  
encls

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**NOCTURNAL PRODUCTIONS, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, natural person(s) competent to contract, hereby forms a corporation under the Laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be: NOCTURNAL PRODUCTIONS, INC.

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business and the object and purpose to be transacted and carried on are to do any and all of the things therein mention, as fully and to do the same to the same extent as natural persons might or could so, viz:

To engage in and carry on any business activities permitted under the laws of the United States and the State of Florida.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interest of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as natural person.

Adopt and use a common corporation seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal by-laws not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government

of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its shareholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more officers in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories possessions, and dependencies of the United States, the District of Columbia and in foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business. Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein. Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholder's quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the

objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate exceed the lawful interest rate and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, whether secure or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the board of directors deem expedient.

Make gifts for educational, scientific or charitable purposes.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock of the corporation authorized to be outstanding at any one time shall be 1,000.00 shares of common stock of the par value of \$1.00 each. The consideration to be paid for each share be fixed by the board of directors.

#### ARTICLE IV - INITIAL CAPITAL

This corporation shall begin business with a capital of not less than 1,000 shares.

#### ARTICLE V - EXISTENCE

The corporation shall have perpetual existence beginning as of the date the Articles of Incorporation are filed by the State.

#### ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of this corporation shall be located at 1126 South Federal Highway, Suite 211, Fort Lauderdale, Broward County, Florida 33316 or such other places within or without the State of Florida as the Board of Directors shall, by appropriate action hereinafter, from the time to time determine.

#### ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

NAME:

JOSEPH R. CASACCI, ESQ.

ADDRESS

305 Southeast 18th Court  
Fort Lauderdale, Florida 33316  
(954) 525-9401

#### ARTICLE VIII - DIRECTORS

A. The business of this corporation shall be conducted and managed by its board of directors, and such board of directors shall consist of not less than 1 member. A majority of the first board of directors, named below, shall have the power to approve and to adopt the by-laws of this corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each director shall be as provided for in the by-laws of the corporation.

C. The officers of this corporation may consist of a president, vice president, a secretary and treasurer, and such other officers and agents as may be provided by the by-laws of this corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such by-laws.

D. A director may be removed with or without cause at any annual or special meeting of stockholders only upon affirmative vote of stockholders of fifty-one percent (51%) of stock present and voting.

#### ARTICLE IX - INITIAL DIRECTORS

The name and post office addresses of the members of the first board of directors, who, unless otherwise provided by the by-laws of this corporation, shall hold office and manage the corporation

for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

**NAME:**

GEORGE RICCI

**ADDRESSES:**

1126 South Federal Highway  
Suite 211  
Fort Lauderdale, Florida 33316

**ARTICLE X - INCORPORATOR(S)**

The name and post office address of the incorporator(s) of these Articles of Incorporation is/are as follows:

**NAME:**

JOSEPH R. CASACCI

**ADDRESSES:**

305 Southeast 18th Court  
Fort Lauderdale, Florida 33316  
(954) 525-9401

**ARTICLE XI - TRANSACTIONS OF INTERESTED DIRECTORS**

In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers, or employees, such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote for the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation provided, however, that in any such case, the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed such adverse interest shall be liable to the corporation or to any shareholder

or creditor thereof or to any person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. Provided, also, that such contract or transaction shall, at the time at which it was entered into have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

#### ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or any officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailments of costs of litigation) except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators or any such director or officer.

#### ARTICLE XIII - LIMITATION OF LIABILITY

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall

he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

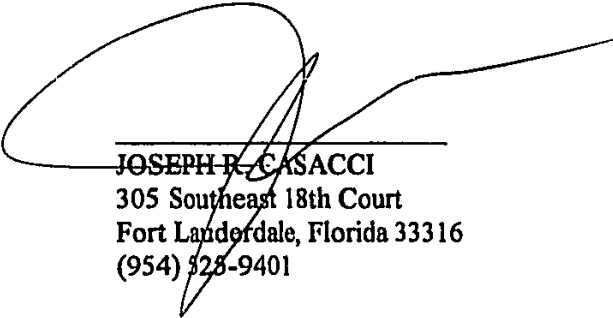
#### ARTICLE XIV - CONSENT IN LIEU OF MEETINGS

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally and collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

#### ARTICLE XV - AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator(s) hereto have hereunto executed these Articles this the 4<sup>th</sup> day of July 1997.



\_\_\_\_\_  
JOSEPH R. CASACCI  
305 Southeast 18th Court  
Fort Lauderdale, Florida 33316  
(954) 328-9401

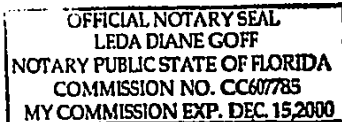


STATE OF FLORIDA       )  
                                  ) SS.:  
COUNTY OF BROWARD    )

THE FOREGOING INSTRUMENT acknowledged before me this 14<sup>th</sup> day of July 1997  
by JOSEPH R. CASACCI, of LAW OFFICES OF JOSEPH R. CASACCI a Broward County  
Corporation, on behalf of the corporation. He is X personally known to me or \_\_\_\_\_ has  
produced type of identification and who X did \_\_\_\_\_ did not take an oath.

Leda Diane Goff  
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



CERTIFICATE OF DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

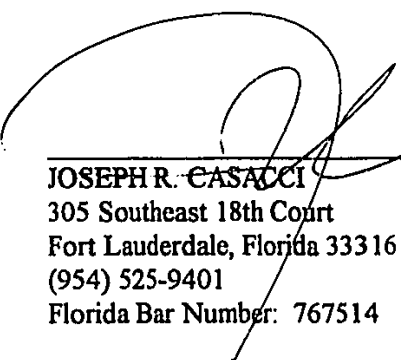
NOCTURNAL PRODUCTIONS, INC.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT NOCTURNAL PRODUCTIONS, INC., is desiring to organize under the laws  
of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City  
of Fort Lauderdale, County of Broward, State of Florida has named JOSEPH R. CASACCI, located  
at 305 Southeast 18th Court, Fort Lauderdale, Florida, Broward County, Florida as its agent to  
accept service of process within this State.

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 provisions of said Act relative to keeping open said office.

  
JOSEPH R. CASACCI  
305 Southeast 18th Court  
Fort Lauderdale, Florida 33316  
(954) 525-9401  
Florida Bar Number: 767514

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