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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

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ACCURATE FILING & SEARCH SERVICES 3424-18 OLD ST AUGUSTINE ROAD TALLAHASEE, FL 32311

SUBJECT: SOUTHERN NIGHTS, INC. Ref. Number: W97000017909

Noth'n Fancy Enterprises Inc.

We have received your document for SOUTHERN NIGHTS, INC. and your check(s) totaling \$315.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

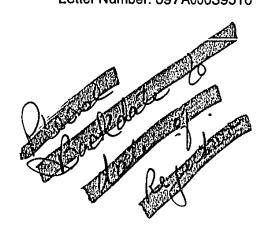
The name designated in your document is unavailable since it is the same as, es it is not distinguishable from the name of an existing entity. Simply adding "Florida" to the end of a name is not assume and make the name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copycof 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 (850) 487-6932.

Kimberly Rolfe **Document Specialist**

Letter Number: 697A00039510



ARTICLES OF INCORPORATION

Noth'n Fancy Enterprises, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME:

The name of the corporation shall be:

Noth'n Fancy Enterprises, Inc.

ARTICLE II PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be: 167 Planthtion Blud.

LAKE

ARTICLE III SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 Shares

ARTICLE IV REGISTERED AGENT:

The name and address of the initial registered agent is: TIMOTHY E. SMITH SR. 169 PLANTATION Blud. LAKE WORTH F/ 33467

ARTICLE V OFFICERS & DIRECTORS:

The name and address of the officers and/or directors are:

(PRESIDENT) (Sec)

167 PLANTATION Blud.

LAKE WONTH EI

ARTICLE VI INCORPORATOR:

The name and street address of the incorporator to these Timothy E. Smith. Articles of Incorporation is: 167 Plantation Blvd. Timothy E. Smith.

ARTICLES OF INCORPORATION (Cont.)

ARTICLE VI INCORPORATOR (cont.)

The undersigned incorporator has executed these Articles of Incorporation this 154 day of August, 1997

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, I further the proper and complete performance of my duties, and I am registered agent.

8-1-97 (Date)

FILED

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SECRETARY OF STATE
AHASSEF FLORID

TIMOTHY E. SMITH