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10/28/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ PHONE: (305) 599-0839

FAX #: (305)716-0346

NAME: IT'S HAPPENING AT DAWN, CORPORATION

AUDIT NUMBER...... H97000017954

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....@

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** ENTER 'M' FOR MENU. **

ATTN: BECOM

97 OCT 29 PM 12: 16
SECRETART DE STATE
TALLAHASSEE EL DRIDA

H97000017954

ARTICLES OF INCORPORATION OF

IT'S HAPPENING AT DAWN, CORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: IT'S HAPPENING AT DAWN, CORPORATION

The principal place of business of this corporation shall be:

2100 Salzedo St. Suite 303 Coral Gables, FL 33134

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

100 Shares at \$1.00 par value

ARTICLE IV TERM OF EXISTENCE This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Dawn Batson
2100 Salzedo St.
Suite 303
Coral Gables, FL 33134
Prepared by: Dawn Batson
2100 Salzedo St.
Coral Gables, FL 33134
(305) 444-9877

97 OCT 29 PM 12: 1
SECRETARY OF STATE
AND SECRETARY OF STATE
ORD

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

DAWN RATSON

DAWN BATSON

C/O LOWENSTEIN & COMPANY PA, PA

2100 SALZEDO ST

SUITE 303

CORAL GABLES, FL

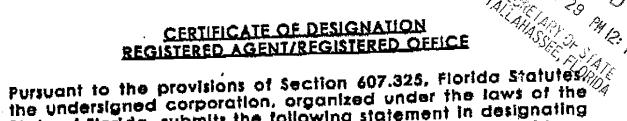
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23134

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of incorporation this _____ 28 __ T#_____ day of ourseless, 1997.

Signature(s) of incorporator(s)

DAWN BATSOM



the undersigned corporation, organized under the laws the undersigned corporation, organized under the laws the following statement in designating state of Florida, the registered office/registered agent, in the State of Florida.
1. The name of the corporation:
IT'S HAPPENING AT DAWN, CARPORATION
2. The name and address of the registered agent and office is:
FILIOT LOWENSTEIN 2100 SALZEDO ST SUITE 303
ELLIOT LOWENSTEIN 2100 SALZEDO ST SUITE 303 ELLIOT LOWENSTEIN 2100 SALZEDO ST. SUITE 303
(P.O. BOX NOT ACCEPTABLE)
CORAL GABLES, FLORIDA 33134 CORIDA 33/34
(CITY/STATE/ZIP)
SIGNATURE D. 4 Bat
TITLE PRESIDENT
DATE October 27 1997
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY, AND I 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES. SIGNATURE DATE 10/28/57