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10/28/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000017954 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

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NAME: IT'S HAPPENING AT DAWN, CORPORATION

AUDIT NUMBER.....H97000017954

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

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ATTN: Becky

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight OCT 29 1997

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI INCORPORATOR(S)

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

DAWN BATSON
DAWN BATSON
c/o LOWENSTEIN & COMPANY PA
% LOWENSTEIN & COMPANY PA
2100 SALZEDO ST
2100 SALZEDO ST
SUITE 303
SUITE 303
CORAL GABLES FL 33134
CORAL GABLES FL 33134

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 22nd TH day of October, 1997.

Signature(s) of Incorporator(s)



DAWN BATSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

IT'S HAPPENING AT DAWN, CORPORATION

2. The name and address of the registered agent and office is:

ELLIOT LOWENSTEIN 2100 SALZEDO ST SUITE 303
ELLIOT LOWENSTEIN 2100 SALZEDO ST SUITE 303
(P.O. BOX NOT ACCEPTABLE)
CORAL GABLES, FLORIDA 33134
CORAL GABLES, FLORIDA 33134
(CITY/STATE/ZIP)

SIGNATURE D. W. [Signature]

TITLE PRESIDENT

DATE OCTOBER 29, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS 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 Elliot Lowenstein

DATE 10/28/97