

P98000024232
NAGIN GALLON FIGUEROA
Attorneys & Counselors

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3225 Aviation Avenue - Third Floor
Miami, Florida 33133-4741

Facsimile: (305) 854-5351

March 10, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

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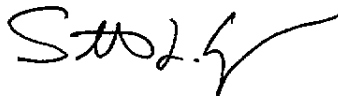
Re: Moonlight Designs, Inc.

Dear Sir or Madam:

I have enclosed an original and one copy of the Articles of Incorporation of Moonlight Designs, Inc., along with our law firm check No: 1218 in the amount of \$122.50, representing \$70.00 for the filing fee and \$52.50 for a certified copy of the articles.

Thank you for your assistance in this matter. Should you have any questions please do not hesitate to contact me at the above-referenced telephone number.

Very truly yours,



Scott L. Cagan

SLC:BSA:lck
Enclosures

FILED
98 MAR 13 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 16 1998

**ARTICLES OF INCORPORATION
OF
MOONLIGHT DESIGNS, INC.**

ARTICLE I. - NAME

The name of the corporation is MOONLIGHT DESIGNS, INC. (hereinafter called the "Corporation").

ARTICLE II. - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida, including but not limited to landscape lighting and design.

ARTICLE III. - PRINCIPAL OFFICE

The Corporation's principal office and mailing address is:

2301 Collins Ave., A-1040
Miami Beach, FL 33139

ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$1.00 per share.

ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and street address of the initial registered office of this Corporation is:

SCOTT L. CAGAN
Nagin, Gallop & Figueredo
3225 Aviation Avenue
Suite 301
Miami, Florida 33133

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of this Corporation is:

VICTOR ROJAS
2301 Collins Avenue, A-1040
Miami Beach, FL 33139

ARTICLE VII. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

SCOTT L. CAGAN, ESQ.
Nagin, Gallop & Figueredo
3225 Aviation Avenue
Suite 301
Miami, Florida 33133

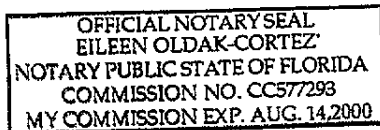
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 10th day of March, 1998.

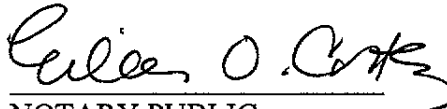


SCOTT L. CAGAN
Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

THE FOREGOING INSTRUMENT was acknowledged before me by SCOTT L.
CAGAN, this 10th day of March, 1998, who is personally known to me.





NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

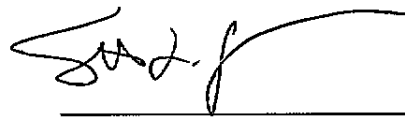
W I T N E S S E T H:

That MOONLIGHT DESIGNS, INC., desiring to organize under the laws of the State of Florida, has named SCOTT L. CAGAN, located at Nagin, Gallop & Figueredo, 3225 Aviation Avenue, Suite 301, Miami, Florida 33133, 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 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.

DATED this 10th day of March, 1998.



SCOTT L. CAGAN
Registered Agent

FILED
98 MAR 13 AM 9:15
CLERK OF STATE
TALLAHASSEE, FLORIDA