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FILED

98 DEC 22 AM 8:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 17, 1998

Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

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\*\*\*\*122.50 \*\*\*\*\*78.75

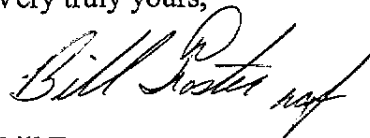
Re: Nights Off Enterprises, Inc.

Dear Sir/Madam:

Enclosed herewith please find an executed original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check for \$122.50 covering the filing fee (\$35.00), certified copy (\$52.50), and Registered Agent designation (\$35.00). Please file the Articles of Incorporation and return a certified copy to me.

Thank you for your cooperation.

Very truly yours,



Bill Foster

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
NIGHTS OFF ENTERPRISES, INC.**

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**Article I**  
**Name**

The name of the corporation is NIGHTS OFF ENTERPRISES, INC.

**Article II**  
**Duration**

The corporation shall have perpetual existence.

**Article III**  
**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV**  
**Address**

The principal place of business of the corporation shall be:

3841 N.E. 13th Terrace  
Pompano Beach, Florida 33064

**Article V**  
**Capital Stock**

The corporation is authorized to issue 1,000 shares of common stock, \$1.00 par value per share.

**Article VI**  
**Initial Registered Office And Agent**

The street address of the initial registered office of the corporation is 3841 N.E. 13th Terrace, Pompano Beach, FL 33064 and the name of the initial registered agent of the corporation at that address is Bill Foster.

Article VII  
Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is:

Bill Foster  
3841 N.E. 13th Terrace  
Pompano Beach, FL 33064.

Article VIII  
Incorporator

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

Bill Foster  
3841 N.E. 13th Terrace  
Pompano Beach, FL 33064.

Article IX  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X  
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article XI

##### Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

#### Article XII

##### Beginning of Corporate Existence

The corporate existence of the corporation shall begin on upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
17<sup>th</sup> day of December, 1998.

Bill Foster

Bill Foster  
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

*Bill Foster*

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Bill Foster

Registered Agent

Dated: December 17<sup>th</sup>, 1998

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