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Account Name : STEINBERG & YAFFE, P.A.
Account Number : I19980000080
Phone : (305) 538-2344
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Midnite Maddness, Inc.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF**

MIDNITE MADDNESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.
Name**

The name of the corporation shall be:

MIDNITE MADDNESS, INC..

**ARTICLE II.
Nature of Business**

This corporation may engage or transact in any or all lawful activities or businesses 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having 5 par value. The corporation will begin business with 500 in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.
Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be

Richard L. Steinberg, Esq.
Fla. Bar 147958

STEINBERG & YAFFE, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140
(305) 538-2344/Miami-Dade (954) 462-2344/Broward (305) 538-0419/Fax

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Midnite Madness, Inc.
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1825 Bay Drive Miami Beach, FL 33141, or such other location as the Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

Richard L. Steinberg, Esq.
767 Arthur Godfrey Road
Miami Beach, FL 33140-3413

**ARTICLE VIII.
Officers**

The name and street address of the officers of this corporation is:

NAME/ADDRESS	POSITION
Kalimi, Randy 1825 Bay Drive Miami Beach, Florida 33141	Director

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ARTICLE VIII.
Registered Office & Registered Agent

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, FL 33140-3413, and the name of the initial registered agent of this corporation at that address is Richard L. Steinberg, Esq..

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 21st day of April, 1999.

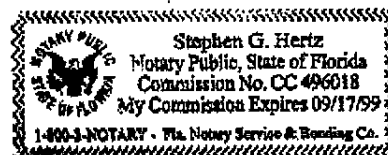
Richard L. Steinberg, Esq.
Subscriber

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **Richard L. Steinberg, Esq.**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 21st day of April, 1999.

NOTARY PUBLIC
State of Florida at Large



STEINBERG & YAFFE, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140
(305) 538-2344/Miami-Dade (954) 462-2344/Broward (305) 538-0419/Fax

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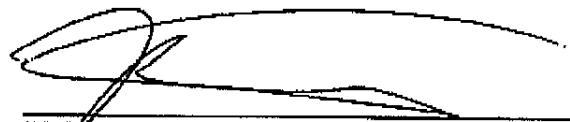
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for **MIDNITE MADDNESS, INC.** and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 21st day of April, 1999.



Richard L. Steinberg, Esq.
Registered Agent

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