

P99000044745



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 242624 135564A

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : May 17, 1999

ORDER TIME : 1:44 PM

ORDER NO. : 242624-005

900002877369--6

CUSTOMER NO: 135564A

CUSTOMER: Michael K. Reese, Esq
KEANE & REESE, P.A.
KEANE & REESE, P.A.
Oakdale Professional Center
36426 U.s. Highway 19 North
Palm Harbor, FL 34684

DOMESTIC FILING

NAME: NORTHERN NIGHTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED
99 MAY 17 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REC'D
99 MAY 17 PM 2:29
DIVISION OF CORPORATION

5-17 WS

ARTICLES OF INCORPORATION
OF
NORTHERN NIGHTS, INC.

99 MAY 17 PM 3:41 B
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name and Address. The name of the Corporation shall be NORTHERN NIGHTS, INC. The mailing address of the Corporation shall be 36426 US Highway 19 North, Palm Harbor, FL 34684.

2. Duration. The Corporation shall have perpetual existence.

3. Purpose. The purpose of the corporation is to engage in any activities of business permitted under the laws of the United States and of Florida.

4. Capital Stock. The corporation is authorized to issue 1,000 shares of common stock, at a par value of ONE (\$1.00) DOLLAR per share.

5. Initial Registered Office and Agent. The name and address of the initial registered agent and office of the Corporation is MICHAEL K. REESE whose address is 36426 U.S. Highway 19 North, Palm Harbor, FL 34684.

6. Initial Board of Directors. The corporation shall have ONE (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws in the manner provided by law, but shall never be less than ONE (1). The name and address of the person who is to serve as the initial director is John Bork, whose mailing address is 2712 Powell Lane, Tarpon Springs, Florida 34689.

7. Incorporator. The name and address of the incorporator is Michael K. Reese whose address is 36426 U.S. Highway 19 North, Palm Harbor, FL 34684.

8. Bylaw Amendment. The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors.

9. Indemnification. The corporation shall indemnify any officer or director, or any former officer and director, to the full extent permitted by law.

10. Informal Action of Directors. If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

11. Amendment of Articles. This corporation reserves the right to adopt, alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in accordance with Florida law.

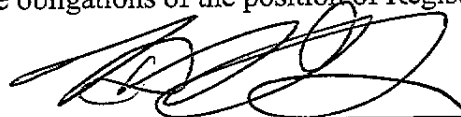
WHEREAS, the undersigned, as Incorporator, has executed these Articles of Incorporation on this the 14th day of May, 1999.



MICHAEL K. REESE, Incorporator

FILED
99 MAY 11 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been designated as the Registered Agent in the above and foregoing Articles, the undersigned is familiar with, and accepts the obligations of the position of Registered Agent.

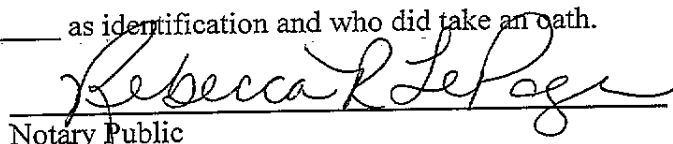


MICHAEL K. REESE, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was acknowledged before me this 14th day of May, 1999, by MICHAEL K. REESE.

XX Who is personally known to me; or
Who produced N/A as identification and who did take an oath.



Notary Public

My commission expires:

