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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

NIGHTDREAMS GRAPHICS, INC.

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ARTICLES OF INCORPORATION OF
NightDreams Graphics, Inc.

ARTICLE I. NAME

The name of this corporation shall be: NightDreams Graphics, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of conducting any business authorized under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of common capital stock with a par value of one dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Hodkin & Ostrow, P.A.
2300 East Las Olas Boulevard, Fourth Floor, Fort Lauderdale, FL 33301 - Telephone: (954) 767-3345
Jeffrey M. Ostrow, Esquire - Florida Bar Number: 121452

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ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one
(1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as the members of the Initial Board of Directors are:

Hackin & Ostrow, P.A.
2300 East Las Olas Blvd., Fourth Floor, Fort Lauderdale, FL 33301; Telephone: (954) 767-3345

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Dawn Fischer, 7154 North University Drive, Suite 111, Tamarac, FL 33321.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of the corporation's principal office and the address of this corporation's initial registered office shall be: 7154 North University Drive, Suite 111, Tamarac, FL 33321.

The name of the individual who shall serve as this corporation's initial registered agent at that address is Dawn Fischer.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

Dawn Fischer, 7154 North University Drive, Suite 111, Tamarac, FL 33321.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


DAWN FISCHER, Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of NightDreams Graphics, Inc. I hereby state that I am familiar with and

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accept the duties and responsibilities as registered agent for NightDreams Graphics, Inc.,

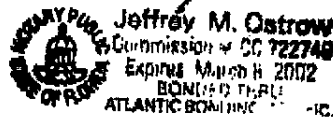
Dawn Fischer
 DAWN FISCHER, Registered Agent of
 NightDreams Graphics, Inc.

State of Florida)
) ss:
 County of Broward)

On July 16th 1999, DAWN FISCHER, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of NightDreams Graphics, Inc.

[Signature]
 NOTARY PUBLIC

My Commission Expires on:



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