

Doris Szczepkowski

6/9/99

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

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-06/23/99--01034--002
*****70.00 *****70.00

To whom it may concern:

Please find enclosed the following items pertaining to the incorporation of *Twilight, Inc.*:

- ☐ Original and one copy of the Articles of Incorporation for *Twilight, Inc.*
- ☐ Original and one copy of Certificate of Designation of Registered Agent and Registered Office *Twilight, Inc.*
- ☐ A certified check, money order or personal *check*, payable to the *Florida Dept. of State - Div of Corporations* in the amount of \$70.00 for
 - ☐ Filing fees (\$35.00)
 - ☐ Certificate of Designation of Registered Agent and Registered Office (\$35.00)

Please return the enclosed duplicate copy of the Article of Incorporation and the Certificate of Designation of Registered Agent with your seal indicating that these items were filed.

Please send your responses or receipts concerning this filing to:

Twilight, Inc.
c/o Doris Szczepkowski
3701 N. Country Club Drive #1609
Aventura, FL 33180

Thank you for your attention to this matter.

Very truly yours,


Doris Szczepkowski

FILED
99 JUL 22 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3701 N. Country Club Drive #1609
Aventura, FL 33180



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 25, 1999

DORIS SZCZEPKOWSKI
3701 N. COUNTRY CLUB DRIVE
SUITE 1609
AVENTURA, FL 33180

SUBJECT: TWI LIGHTS, INC.
Ref. Number: W99000014819

We have received your document for TWI LIGHTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 399A00033766

ARTICLES OF INCORPORATION

OF

Twilight, International, Inc.

FILED
99 JUL 22 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be:

Twilight, International, Inc.

P.O. Box 330460

Miami, Florida 33233

ARTICLE II

DURATION OF CORPORATION

The duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

ARTICLE IV

AUTHORIZED CAPITAL

The aggregate number of shares which the Corporation is authorized to issue is 10,000. Such shares shall be Common Stock of a single class and shall have \$1.00 par value.

ARTICLE V

RIGHT OF TRANSFERABILITY

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Roberta Meyers, 13555 S.W. 101 Lane, Miami, Florida 33186.

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE VII
DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Jane Issa, 3665 Park Lane, Miami, Florida 33133

Roberta Meyers, 13555 S.W. 101 Lane, Miami, Florida 33186

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until her successor is elected and qualified or appointed, or until her earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VIII
INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation is:

Jane Issa, 3665 Park Lane, Miami, Florida 33133

Roberta Meyers, 13555 S.W. 101 Lane, Miami, Florida 33186

ARTICLE IX
AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, change or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed

by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI INFORMAL ACT OF DIRECTORS

If all 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 is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII MEETING

The Corporation may hold its meetings of Stockholders and/or Directors, either within or without the State of Florida.

ARTICLE XIII STOCKHOLDER'S AGREEMENTS

When any written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with the terms of the Stockholder's agreements) consenting to the revocation and cancellation of the agreements among the Stockholders.

ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and

costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors (subject to approval by a majority of Stockholders) that indemnification is proper in the particular circumstances.

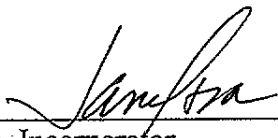
Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 9th day of July, 1999.



Jane Issa, Incorporator

Jane Issa

SS

BEFORE ME, the undersigned authority, personally appeared Jane Issa to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and she acknowledged to and before me that she executed such instrument.

day of July, 1999.



My Commission Expires: _____

Teresa Nich Saunders-Merle

SS

BEFORE ME, the undersigned authority, personally appeared Roberta Meyers to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have set my hand and seal, this 9th
day of July, 1999.



My Commission Expires:

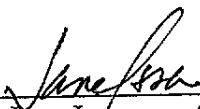
NOTARY PUBLIC - STATE OF FLORIDA

Teresa Nich Saunders - Meshe

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following
is submitted:

That Twi Lights, International, desiring to organize under the Laws of the
State of Florida, with its principal office, as indicated in the ARTICLES OF
INCORPORATION, Miami, County of Dade, State of Florida, has named:
ROBERTA MEYERS, 13555 S. W. 101 Lane, Miami, Florida 33186, as its
Agent to accept Service of Process within this State.



Jane Issa, Incorporator

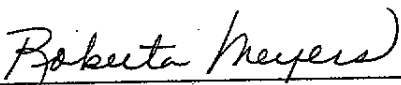
Jane Issa

TITLE: *President*

DATE: *7-9-99*


ACKNOWLEDGMENT

Having been made to accept Service of Process for the abovenamed
Corporation, at the place designated in this Certificate, the undersigned agrees to
act in this capacity, and agrees to comply with the provisions of Florida Law
relative to keeping the designated office open.



Roberta Meyers, Registered Agent

IN WITNESS THEREOF, the Incorporator has hereunto subscribed this
name, on the *9th* day of July, 1999.



Jane Issa, Incorporator

Jane Issa

FILED
99 JUL 22 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ROBERTA MEYERS, who being first duly sworn, deposes and says: that she is the person named in the foregoing Articles of Incorporation and that she has read the same, knows the contents thereof and that the same are true.

SWORN TO AND SUBSCRIBED before me this 9th day of July, 1999.



T Nicole Saunders-Meske
My Commission CC720539
Expires March 1, 2002

My Commission Expires:

STATE OF FLORIDA

COUNTY OF DADE

Teresa Nicole Saunders-Meske, Esq.
NOTARY PUBLIC
Teresa Nicole Saunders-Meske, Esq.

BEFORE ME, the undersigned authority, personally appeared Jane Issa who being first duly sworn, deposes and says: that she is the person named in the foregoing Articles of Incorporation and that she has read the same, knows the contents thereof and that the same are true.

SWORN TO AND SUBSCRIBED before me this 9th day of July, 1999.



T Nicole Saunders-Meske
My Commission CC720539
Expires March 1, 2002

My Commission Expires:

Teresa Nicole Saunders-Meske
NOTARY PUBLIC, STATE OF FLORIDA
TERESA NICOLE SAUNDERS-MESKE