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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Moonlighter USA, Inc.

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*****78.75 *****78.75

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
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ARTICLES OF INCORPORATION

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MOONLIGHTER USA, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME:

The name of the corporation is MOONLIGHTER USA, INC.

ARTICLE II. NATURE OF BUSINESS:

The general character of nature of the business to be transacted by this corporation is engaging in any lawful activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III. CAPITAL STOCK:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares, each share having a par value of ONE AND NO/100 DOLLAR (\$1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of the corporation at any regular or special meeting.

ARTICLE IV. INITIAL CAPITAL:

The amount of the capital with which this corporation shall begin business shall be in a minimum amount of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE V. TERM OF EXISTENCE:

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS:

The initial address of the principal office of this corporation is to be 7350 N.W. 34 Street, Miami, Florida 33122. The initial registered agent and office shall be ROBERT M. HEWITT at 7350 N.W. 34 Street, Miami, Florida 33122. The directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII. DIRECTOR:

The corporation shall have one director initially.

ARTICLE VIII. INITIAL DIRECTOR:

The name and address of the initial subscriber to these Articles and incorporator, as well as the initial director of the first Board of Directors is:

ROBERT M. HEWITT	13431 Old Sheridan Street Fort Lauderdale, FL 33330
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ARTICLE IX. OFFICERS:

A. The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided in the By-Laws.

B. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

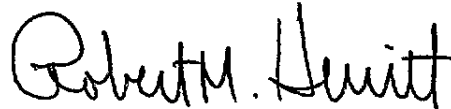
President	ROBERT M. HEWITT
Secretary	ROBERT M. HEWITT
Treasurer	ROBERT M. HEWITT

C. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE X. AMENDMENT:

The 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 a majority of the stock entitled to vote thereon, unless the directors and the stockholders sign a written statement manifesting their intentions and a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12 day of OCTOBER, 1999.



Robert M. Hewitt

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That MOONLIGHTER USA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 7350 N.W. 34 Street, Miami, Florida 33122, has named ROBERT M. HEWITT as its agent to accept service of process within this State at 7350 N.W. 34 Street, Miami, Florida 33122.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at 7350 N.W. 34 Street, Miami, Florida 33122, I hereby accept to act in the capacity, and agree to comply with the provision of said Act relative to keep open said office.



Registered Agent

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