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FLORIDA PROFIT CORPORATION OR P.A.

BELLA NOTTE, INC.

Beautiful Night, INC

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 14, 1999

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SUBJECT: BELLA NOTTE, INC.
REF: W99000023705

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ARTICLES OF INCORPORATION

OF

BELLA NOTTE, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

BELLA NOTTE, INC.

The mailing address for the Corporation is:

150 S. Pine Island Road, Suite 500, Plantation, Florida 33324

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
FLORIDA BAR NO. 137411
150 S. PINE ISLAND ROAD, SUITE 500
PLANTATION, FLORIDA 33324
(954)577-9177 - telephone
(954)577-9883 - fax

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ARTICLE IV

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CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE VINITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five hundred (\$500.00) Dollars.

ARTICLE VISUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Maynard J. Hellman	150 S. Pine Island Road Suite 500 Plantation, FL 33324	1

ARTICLE VIIDIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

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ARTICLE VIII**INITIAL BOARD OF DIRECTORS**

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The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified, is:

NAME**ADDRESS**

Thomas J. Billante

9601 Collins Avenue, #1708
Bal Harbour, Florida 33154**ARTICLE IX****PREEMPTIVE RIGHTS**

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

ARTICLE X**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 150 S. PINE ISLAND ROAD, SUITE 500, PLANTATION, FLORIDA 33324, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

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ARTICLE XIINDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 14th day of October, 1999.


MAYNARD J. HELLMAN

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared MAYNARD J. HELLMAN, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 14th day of October, 1999.


Notary Public, State of
Florida at Large

My Commission Expires:



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BELLA NOTTE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS

_____ MAY BE SERVED _____

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST, THAT BELLA NOTTE, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED MAYNARD J. HELLMAN,
ESQUIRE, AT 150 S. PINE ISLAND ROAD, SUITE 500, PLANTATION, FLORIDA 33324, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: 

MAYNARD J. HELLMAN

Title: SubscriberDate: October 14, 1999

Having been named to accept services of process for the above stated corporation, at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: MAYNARD J. HELLMAN
(Registered Agent)Date: October 14, 1999

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