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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.
MIDNIGHT VENTURES, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
MIDNIGHT VENTURES, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Midnight Ventures, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 1618 Michigan Avenue, Suite 26, Miami Beach, Florida 33139.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

- A. 100 shares of common stock
- B. 100 shares of preferred stock.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Miguel Angel Vasquez, 1618 Michigan Avenue, Suite 26, Miami Beach, Florida 33139.

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation are:

- 1) Miguel Angel Vasquez, presently residing at 1618 Michigan Avenue, Suite 26, Miami Beach, Florida 33139; and
- 2) Nelson Garcia currently residing at 1056 West 41 Place, Hialeah, Florida 33012.

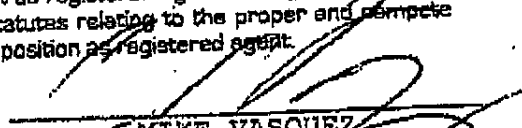
ARTICLE X. OPTIONAL PROVISIONS.

The undersigned has executed these articles of incorporation on November 24, 1999.


MIKE VASQUEZ, PRESIDENT/INCORPORATOR

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these articles of incorporation, and I hereby accept the appointment as registered agent and agree to fulfill my obligations in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Prepared by:
ALEXANDER J. ALFANO, ESQ.
3400 CORAL WAY, SUITE 603, MIAMI, FLORIDA 33145


MIKE VASQUEZ
Signature/Registered Agent

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Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida statutes, the undersigned Florida corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

- 1. The name of the Florida corporation is **Midnight Ventures, Inc.**
- 2. The name of the registered agent is **Miguel Angel Vasquez.**
- 3. The address of the registered agent/registered office is **1618 Michigan Avenue, Suite 26, Miami Beach, Florida 33139.**

Acceptance

Having been named as registered agent and designated to accept service of process for the above Florida corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:  Miguel Angel Vasquez

Date: 11/24/99

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