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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FLORIDA PROFIT CORPORATION OR P.A.****PASCAL MODA, INC.**

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**ARTICLES OF INCORPORATION
OF
PASCAL MODA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - CORPORATION NAME

The name of the corporation is PASCAL MODA, INC. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplies thereto, or any law enacted to take place thereof (collectively, the "Act").

ARTICLE III - REGISTERED OFFICE/AGENT

The street address of the Corporation's initial registered office in the State of Florida is 155 South Miami Avenue, Suite PH-1, Miami, Florida 33130 and the name of its initial registered agent is Betty Hyman, Esq.

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal office of the Corporation, and its mailing address is 2801 NE 183rd Street #306, Aventura, FL 33160.

Preparer:
Betty Hyman, Esq.
155 South Miami Avenue, Suite PH-1
Miami, Florida 33132
Ph. (305) 371-7665
FL Bar No. 0083100

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ARTICLE V - AUTHORIZED CAPITAL STOCK

The total number of shares of which the Corporation shall have the authority to issue are one thousand (1,000), and the par value of each share shall be one dollar.

ARTICLE VI - PROVISIONS

The provisions for the regulations of the internal affairs of the Corporation shall be set forth in the bylaws.

ARTICLE VII - BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two. The name and address of the directors who are to serve as the initial Board of Directors of the Corporation are as follows:

President
Antonio Pascale
2801 NE 183rd Street #306
Aventura, FL 33160

Vice President
Carmen Otilia Vargas de Pascale
2801 NE 183rd Street #306
Aventura, FL 33160

ARTICLE VIII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture,

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trust or other enterprise; except for any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS THEREOF the undersigned incorporator has executed these Articles of Incorporation on this 17th day of February, 2000.

Betty Hyman
Betty Hyman, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT

Having been named to accept service of process for PASCAL MODA, INC. at the place designated in the Article of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and, (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 17th day of February, 2000

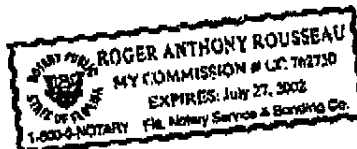
BY: Betty Hyman
Betty Hyman

The foregoing instrument was acknowledged before me this 17th day of February, 2000 by Betty Hyman who presented I.D. in the form of Personally Known

and who has taken an oath.

[Signature]
Notary Public, State of Florida

My commission expires:



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TALLAHASSEE, FLORIDA