

MARTIN STARR
ATTORNEY AT LAW

PE0000052290

9703 SOUTH DIXIE HIGHWAY - MIAMI, FLORIDA 33156-2812
TELEPHONE 305 666-9520
FAX 305 383-9212

May 23, 2000

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

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*****87.50 *****87.50

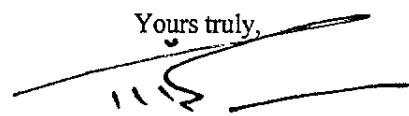
Re: Modfiend, Inc.

Dear Sir or Madame:

Please find enclosed herewith an original and one copy of proposed Articles of Incorporation for the above captioned.

A check in the amount of \$87.50 is also enclosed for filing, a certified copy, and certificate of status.

Yours truly,



Martin Starr

MS/bb

S. Thompson MAY 30 2000

ARTICLES OF INCORPORATION

OF

MODFIEND, INC.

FILED
00 MAY 22 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, F. S. (Profit)

The undersigned incorporators, for the purpose of forming a corporation hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

MODFIEND, INC.

ARTICLE II

The principal place of business/mailing address is:

723 N. E. 112th Street
Miami, Florida 33161

ARTICLE III

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock at one (\$1.00) dollar par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services, at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE V

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his or her successor is elected, is:

Mercedes Diaz
723 N. E. 112th Street
Miami, Florida 33161

ARTICLE VI

The name and Florida street address of the Registered Agent is:

Mercedes Diaz
723 N. E. 112th Street
Miami, Florida 33161

ARTICLE VII

The name and street address of the Incorporator is:

Mercedes Diaz
723 N. E. 112th Street
Miami, Florida 33161

ARTICLE VIII

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one (1) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

ARTICLE IX

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or herself or any other firm, association or corporation in which he or she may in anywise be interested. Any director, of this corporation, may vote upon any contract, or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he or she is also a director of such subsidiary or controlled company.

ARTICLE X

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

The Board of Directors may from time to time move the principal office of the corporation to any address in the State of Florida.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Mercedes L. Diaz
Signature/Registered Agent

6-20-00
Date

Mercedes L. Diaz
Signature/Incorporator

6-20-00
Date