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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)541-3694  
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FLORIDA PROFIT CORPORATION OR P.A.

MODERNO/USA, INC.

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**ARTICLES OF INCORPORATION**

**FOR**

**MODERNO/USA, INC.**

The undersigned, acting as incorporate(s) of a Corporation pursuant to Chapter 607 Florida Statutes, adopt(s) the following Articles of Incorporation.

**ARTICLE I- NAME**

The name of the Corporation shall be:

**MODERNO/USA, INC.**

**ARTICLE II- PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

**1762 CORAL WAY  
MIAMI, FLORIDA 33145**

**ARTICLE III- CORPORATE DURATION**

The duration of the Corporation is to be perpetual.

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These Document prepared by:  
**EDUARDO CANTERA, ESQ.**  
1762 Coral Way  
Miami, Florida 33145  
FBN: # 154990  
TEL: (305) 442-4343 FAX: (305) 285-2884

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**ARTICLE IV - PURPOSE**

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida

**ARTICLE V CAPITALIZATION**

The aggregate number of shares which the Corporation is authorized to issue is 1,000 Shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE VI - DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation shall be one (2).

Maria Luisa DaCosta - Director  
Miguel Martinez - Director

**ARTICLE VII - OFFICER(S)**

Maria Luisa DaCosta - President  
Miguel Martinez - Vice President/Treasurer/Secretary

**ARTICLE VIII- INCORPORATOR(S)**

The name and address of each Incorporate is:

NAME	ADDRESS
Maria Luisa DaCosta	1762 Coral Way Miami, Florida 33145
Miguel Martinez	1762 Coral Way Miami, Florida 33145

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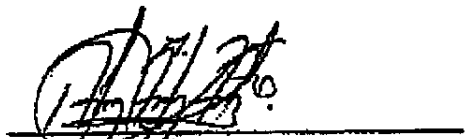
**ARTICLE VIII- INDEMNIFICATION**

**This Corporation shall indemnify and may insure it's Officers and Directors to the fullest extent permitted by Law.**

**The Undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 6th day of October, 2000.**

**Signature(s) of the Incorporator(s):**

  
\_\_\_\_\_  
**Maria Luisa DaCosta -  
President/Director**

  
\_\_\_\_\_  
**Migney Martinez -  
Vice President/Treasurer/Secretary/  
Director**

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT /REGISTERED OFFICE**


Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the followings statement in designating the registered office/ registered agent, in the State of Florida.

- 1. The name of the corporation is: **MODERNO/USA, INC.**
- 2. The name and address of the registered agent and office is:

**Eduardo Cantera, Esq.  
1762 Coral Way  
Miami, Florida 33145**

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**HAVING BEEN NAMED AS REGISTERED AGENT AND ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FUTHER 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 POSITIONS AS REGISTERED AGENT.**

Signature   
 Eduardo Cantera, Esq.

Date 10/12/00

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