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**LAZARUS CORPORATE FILING SERVICE**

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

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-11/20/00--01084--025

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OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. MOD DESIGN, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION          |                     |
|-------------------------------------|---------------------|
| <input checked="" type="checkbox"/> | Foreign             |
| <input type="checkbox"/>            | Limited Partnership |
| <input type="checkbox"/>            | Reinstatement       |
| <input type="checkbox"/>            | Trademark           |
| <input type="checkbox"/>            | Other               |

FILED  
00 NOV 20 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 NOV 20 AM 11:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TO AGENCY OF FILING  
SUFFICIENCY OF FILING

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF**

**MOD Design, Inc.**

The undersigned subscriber (s) to these Articles of Incorporation,  
a natural person (s) competent to contract, hereby forms a corporation  
under the laws of the State of FLORIDA.

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TALLAHASSEE FLORIDA

**ARTICLE I            NAME**

The name of the corporation shall be **MOD Design, Inc.**

**ARTICLE II            NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or  
business permitted under the laws of the United States and the State of  
Florida. However the primary purpose of the corporation is the sale and  
service of Furniture Design

**ARTICLE III           CAPITAL STOCK**

The maximum number of shares of stock thatt this corporation is authorized  
to have outstanding at any one time is 5000 shares of common stock  
having a par value of \$1.00 per share.

**ARTICLE IV           ADDRESS**

The street address of the initial registered office of the  
corporation shall be **12740 SW 76th Street, Miami, FL 33183.** The  
name of the initial Registered Agent for the corporation at that  
address is **Juan G. Pena.**

**ARTICLE VI           TERM OF EXISTENCE.**

This corporation shall exist perpetually.

## **ARTICLE VII      LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by the law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII      SELF DEALING**

No contract or other transaction between the corporations and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation in which he/she may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he/she is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

**President - Juan G. Pena**  
**Secretary/Treasurer - Myrian C. Pena**

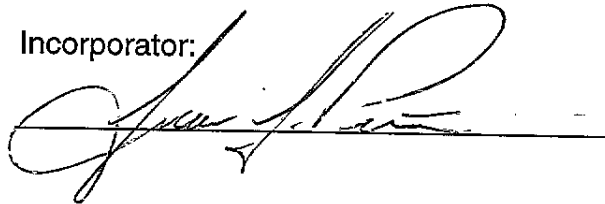
**Article IX      INCORPORATOR**

The name and address of the incorporator is

**JUAN G. PENA**  
**12740 SW 76th Street**  
**Miami, FL 33183**

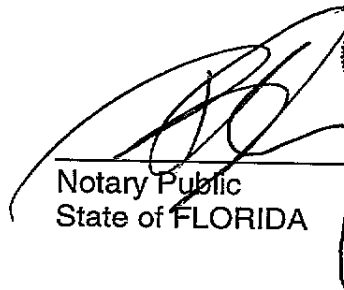
IN WITNESS WHEREOF, the undersigned has here unto set his hand and seal  
on this 9th Day of November, 2000.

Incorporator:



STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me on this  
9th day of November, 2000.

  
Notary Public  
State of FLORIDA

**Barrington G. Coombs**  
MY COMMISSION # CC639337 EXPIRES  
April 17, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

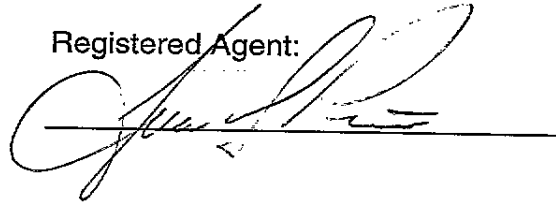
DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. MOD Design, Inc. a corporation organizing under the laws of the State of Florida, with its principal office located at **12740 SW 76th Street, Miami, FL 33186** has named **JUAN G. Pena**, whose address is 12740 SW 76th Street Miami, FL 33186, as its agent to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally, appeared Juan G. Pena, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

Witness my hand and official seal this 9th day of November, 2000.



Barrington G. Coombs  
MY COMMISSION # CG639337  
April 17, 2001  
BONDED THRU TROY FAIN INSURANCE

Notary Public  
State of Florida

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