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**ARTICLES OF INCORPORATION
OF
MODERNAGE PRIVATE LABEL, INC.**

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

ARTICLE I

NAME

The name of the Corporation shall be: *MODERNAGE PRIVATE LABEL, INC.*

ARTICLE II

ADDRESS

The mailing address of this corporation shall be: 2149 NE 56th Court, Fort Lauderdale, FL 33308.

ARTICLE III

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

*Any lawful business in the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is ^{Two}~~Two~~ Hundred Shares (200) of common stock, having a nominal or par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than par value.

ARTICLE V

TERM

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DOCUMENTS PREPARED BY:
ERIC J. AURELIUS, ESQ.
4367 N. FEDERAL HWY., #101
FORT LAUDERDALE, FL 33308
FL. BAR NO.: 159204
(954) 772-8222

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This corporation shall have a perpetual existence.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be HEINZ WELSCHOFF and the Registered Office shall be located at 2149 NE 56th Court, Fort Lauderdale, FL 33308, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one (1) or more than five (5) directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

HEINZ WELSCHOFF

2149 NE 56th Court, Fort Lauderdale, FL 33308.

ARTICLE VIII

SUBSCRIBERS

The name and street address of the subscriber to the Articles of Incorporation is: HEINZ WELSCHOFF, 2149 NE 56th Court, Fort Lauderdale, FL 33308.

ARTICLE IX

SPECIAL PROVISION

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have been approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes

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whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have been approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or another governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or whatever a greater vote is required by law, or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE X

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any rights to inspect any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the

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corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XII
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII
TELEPHONE MEETING AUTHORIZATION

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boynton Beach, Palm Beach County, Florida this 17 th day of June 2003.


HEINZ WELSCHOFF

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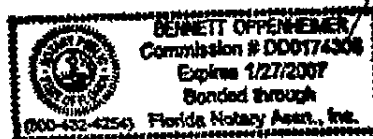
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared HEINZ WELSCHOFF, to me well known to be the individual described herein or who has produced his Florida Driver's License as identification and who did take an oath and who executed the foregoing Articles of Incorporation of MODERNAGE PRIVATE LABEL, INC. and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale Broward County, Florida, this 17th day of June 2003.


NOTARY PUBLIC STATE OF FLORIDA

My commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING RESIDENT AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of § 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that MODERNAGE PRIVATE LABEL, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation has named HEINZ WELSCHOFF, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated above, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


HEINZ WELSCHOFF
REGISTERED AGENT

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