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Florida Department of State  
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Account Name : SCHNEIDER WEINBERGER & BEILLY LLP  
Account Number : 120030000066  
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05 JAN 14 AM 8:10  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Mens Evolution, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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Corporate Filing

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**ARTICLES OF INCORPORATION**  
**OF**  
**MENS EVOLUTION, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be: MENS EVOLUTION, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 701 Brickell Key Boulevard, Suite 1611, Miami, Florida 33131

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Million (100,000,000) shares of Common Stock, par value \$.001 per share, and Ten Million (10,000,000) shares of Preferred Stock, par value \$.001 per share.

Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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JANUARY 14, 2005  
TALLAHASSEE, FLORIDA

ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent of the initial and the street address Registered Office of this Corporation in the State of Florida shall be Mr. Salvatore Russo, 701 Brickell Key Boulevard, Suite 1611, Miami, Florida 33131.

ARTICLE VII  
BOARD OF DIRECTORS

This corporation shall have one (1) Director initially.

Steven Lampert  
701 Brickell Key Boulevard, Suite 1611  
Miami, Florida 33131

ARTICLE VIII  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Steven Lampert, 701 Brickell Key Boulevard, Suite 1611, Miami, Florida 33131.

ARTICLE IX  
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

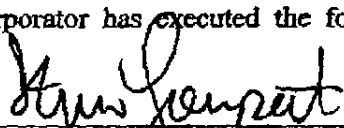
ARTICLE X  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI  
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 12th day of January 2005.

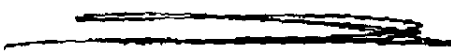
  
\_\_\_\_\_  
Steven Lampert, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE FOR PROCESS**

MENS EVOLUTION, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 701 Brickell Key Boulevard, Suite 1611, Miami, Florida 33131 has named Salvatore Russo whose address is 701 Brickell Key Boulevard, Suite 1611, Miami, Florida 33131 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Salvatore Russo

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