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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003235
Phone : (305) 634-3694
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

M.C. WHOLESALE, INC.

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ARTICLES OF INCORPORATION
OF

M.C. WHOLESALE, INC.

ARTICLE I

Corporation Name

The name of the Corporation is: M.C. WHOLESALE, INC.

ARTICLE II

CORPORATE PURPOSE

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. The Corporation shall exist perpetually; for the purpose of developing, manufacturing, marketing and selling of consumer products as well as providing management, consultation and administration services to other corporations.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One-Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

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ARTICLE V

INDEMNIFICATION

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VI

**INITIAL REGISTERED AGENT AND
INITIAL REGISTERED AND PRINCIPAL OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida is:
INITIAL REGISTERED AGENT: Diana Ben-Arie

INITIAL REGISTERED OFFICE: 1030 Kane Concourse(96th Street), Bay Harbor, FL 33154

INITIAL PRINCIPAL OFFICE OF
CORPORATION: 1030 Kane Concourse(96th Street), Bay Harbor, FL 33154

ACKNOWLEDGEMENT AND CONSENT

OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is: 2

ARTICLE VIII

INITIAL DIRECTORS

The name and addresses of the initial member of the Board of Directors is:

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Oscar Boruchin—1030 Kane Concourse(96th Street), Bay Harbour, FL 33154

Oded Ben-Arie— 1030 Kane Concourse(96th Street), Bay Harbor, FL 33154

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ARTICLE IX

INCORPORATOR

The names and addresses of the incorporator executing these Articles of Incorporation is:
INCORPORATOR: Diana Ben-Arie

ADDRESSES: 1030 Kane Concourse(96th Street), Bay Harbour, FL 33154

Diana Ben-Arie

INCORPORATOR

STATE OF FLORIDA)
) ;SS
COUNTY OF MIAMI-DADE)


I HEREBY CERTIFY that on this day before me, a notary public, duly-authorized in the State and County above-named to take acknowledgements, DIANA BEN-ARIE, personally appeared , to be known to be the person described as the incorporator, and who executed the foregoing Articles of Incorporation.

The foregoing instrument was acknowledged before me this 3 day of DECEMBER, 2007, by DIANA BEN-ARIE, who is personally known to me and who did take an oath.

Maria E. Galan
NAME OF ACKNOWLEDGER

Maria E. Galan
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
 Maria E. Galan
Commission #DD546907
Expires: MAY 01, 2010
Bonded Thru Atlantic Bonding Co., Inc.

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