

**Electronic Articles of Incorporation
For**

P09000043708
FILED
May 18, 2009
Sec. Of State
jshivers

CHARLES MODIGLIANI USA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CHARLES MODIGLIANI USA, INC.

Article II

The principal place of business address:

1076 KANE CONCOURSE
BAY HARBOR ISLANDS, FL. US 33154

The mailing address of the corporation is:

1076 KANE CONCOURSE
BAY HARBOR ISLANDS, FL. US 33154

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

ALEX D SIRULNIK ESQ
1000 E. HALLANDALE BEACH BLVD
SUITE B
HALLANDALE BEACH, FL. 33009

I certify that I am familiar with and accept the responsibilities of registered agent.

P09000043708
FILED
May 18, 2009
Sec. Of State
jshivers

Registered Agent Signature: ALEX D. SIRULNIK

Article VI

The name and address of the incorporator is:

ALEX D. SIRULNIK
1000 E. HALLANDALE BEACH BLVD
SUITE B
HALLANDALE BEACH, FL 33009

Incorporator Signature: ALEX D. SIRULNIK

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ERIC SUBIT
1076 KANE CONCOURSE
BAL HARBOR ISLANDS, FL. 33154 US

Title: VP
PASCAL COHEN
2000 ISLAND BLVD, UNIT 1907
AVENTURA, FL. 33160 US

Title: S
JULIEN SUBIT
1076 KANE COUNCOURSE
BAL HARBOR ISLANDS, FL. 33154 US

Article VIII

The effective date for this corporation shall be:

05/18/2009