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LAW OFFICES  
OF  
MICHAEL I. FINESILVER  
ATTORNEY AT LAW

MICHAEL I. FINESILVER  
MEMBER OF FLORIDA BAR, ADMITTED  
TO U.S. DISTRICT COURT, SOUTHERN  
DISTRICT OF FLORIDA  
OF COUNSEL  
DAVID DERMER  
MEMBER OF FLORIDA AND  
WASHINGTON, D.C. BARS

SUITE 372  
420 LINCOLN ROAD  
MIAMI BEACH, FLORIDA 33139  
TELEPHONE: (305) 672-0045  
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EMAIL: MIKE@FINESILVER.COM

February 18, 1998

Ms. Kimberly Rolfe  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

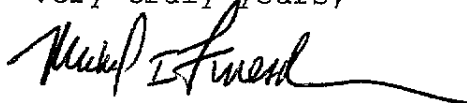
Dear Ms. Rolfe:

Enclosed you will find the original (and one copy) Articles of Incorporation of MODENATURE, INC. Additionally, I have enclosed a check for \$122.50 to cover the filing fees.

A self-addressed stamped envelope has been provided for the return of my certified copy. If there are any errors or questions, please phone or write:

Thank you for your attention to this matter.

Very truly yours,



Michael I. Finesilver

MIF/PA

Enclosures

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FILED  
98 MAR -9 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER MAR 9 1998

ARTICLES OF INCORPORATION  
OF  
MODENATURE, Inc.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be MODENATURE, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation will be 17 NE 39<sup>th</sup> Street, Miami, Florida 33136.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 420 Lincoln Road, #372, Miami Beach, Florida 33139, and the initial registered agent is Michael I. Finesilver.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased from time to time as provided in the By-Laws. The name and address of the initial director and principal office of this Corporation are:

Janette Carrasco  
17 NE 39 Street  
Miami, Florida. 33136

**ARTICLE VIII**

**INCORPORATORS**

The names and addresses of the people signing these Articles of Incorporation are:

Janette Carrasco  
17 NE 39 Street  
Miami, Florida. 33136

**ARTICLE IX**

**EXECUTIVE COMMITTEE**

The Board of Directors may, by resolution, designate one of more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

**ARTICLE X**

**INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders is subject to this reservation.

\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation this 23 day of Feb, 1998.

*Janette Carrasco*  
JANETTE CARRUSCO

STATE OF Fla )  
COUNTY OF Dade )

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared

Janette Carrasco

known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person:

\_\_\_\_\_ and that an oath (was) (was not) taken.

Notary Rubber Stamp Seal



MICHAEL I FINESILVER  
My Commission CC543865  
Expires Jun. 07, 2000

Witness my hand and official seal in the County and State last aforesaid this 23 day of February, A.D. 1998.

*Michael I. Finesilver*  
Notary Signature  
Michael I. Finesilver  
Printed Notary Signature

FILED  
98 MAR -9 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

That MODENATURE, Inc., desiring to organize or qualify under  
the laws of the State of Florida, with its principal place of  
business in the City of Miami, State of Florida, has named Michael  
I. Finesilver, located at 420 Lincoln Road, Miami Beach, Florida  
33139, as its agent to accept Service of Process within Florida.

SIGNATURE:

*Fanette Brasca*

TITLE:

*President*

DATE:

*2/23/98*

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further state that I am  
familiar with the obligations of this position and agree to comply  
with the provisions of all statutes relative to the proper  
performance of my duties.

SIGNATURE:

*Michael I. Finesilver*

DATE:

*2/23/98*