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## Florida Department of State

Division of Corporations

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## To:

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TALLAHASSEE, FLORIDA

## FLORIDA PROFIT CORPORATION OR P.A.

MEN'S CONSUMER NETWORK, INC.

Certificate of Status	0
Certified Copy	1
Page Count	11
Estimated Charge	\$78.75

11-18-99

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**CERTIFICATE OF INCORPORATION  
OF  
MEN'S CONSUMER NETWORK, INC.**

I, the undersigned subscriber to this Certificate of Incorporation, being a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the Corporation is:

**MEN'S CONSUMER NETWORK, INC.**

**ARTICLE II**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The purposes for which the Corporation is organized are:

- (a) To engage in business activities through retail internet sales, membership subscriptions, promotions and any other activities authorized by its charter and bylaws..
- (b) To have perpetual succession by its corporate name unless a limited period

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of duration is stated in its Articles of Incorporation.

(c) To sue and be sued, complain, and defend its corporate name in all actions or proceedings.

(d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(f) To lend money to and use its credit to assist its officers and employees in accordance with Florida Statutes Section 607.0833.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

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(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of Florida within or without that state.

(l) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the Corporation.

(n) To make donations for the public welfare or for charitable, scientific or educational purposes.

(o) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

(q) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

(s) To engage in any lawful activity or business permitted under the laws of the United States and the State of Florida.

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#### ARTICLE IV

##### CORPORATE STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having the par value of one (\$1.00) dollar. Each stockholder of the corporation shall be entitled to one vote for each fully paid, non-assessable share owned by him, and there shall be no cumulative voting.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

#### ARTICLE V

##### INITIAL CAPITAL

The amount of the capital with which the Corporation shall begin business shall not be less than One Hundred (\$100.00) Dollars.

#### ARTICLE VI

The initial street address of the principal office of this Corporation is to be at:

7154 North University Drive  
Suite 156  
Tamarac, Florida 33321

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

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## ARTICLE VII

### DIRECTORS

The number of directors of this Corporation shall be as provided by the Bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be six (6) in number until otherwise fixed or changed by the Bylaws.

## ARTICLE VIII

### INITIAL DIRECTORS

The name and addresses of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the Bylaws of this Corporation, and the laws of Florida, shall hold office until their successors are chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for by the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Gregory J. Higgins, Sr.	6703 NW 77 <sup>th</sup> Street Tamarac, Florida 33321
Kevin M. Higgins	6606 NW 76 <sup>th</sup> Court Tamarac, Florida 33321
Harold P. Higgins	4011 Route 7 Craryville, NY 12521
Harold L. Higgins	6606 NW 76 <sup>th</sup> Court Tamarac, Florida 33321
Thomas Lezell	3209 NW 85 <sup>th</sup> Avenue Coral Springs, Florida 33065

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Joseph Nicolosi

8156 NW 68<sup>th</sup> Avenue  
Tamarac, Florida 33321

ARTICLE IX

SUBSCRIBER

The name and address of the Subscriber to this Certificate of Incorporation is as follows:

Name

Address

Gregory J. Higgins, Sr.

6703 NW 77<sup>th</sup> Street  
Tamarac, Florida 33321

ARTICLE X

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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 9825 West Sample Road, Suite 201, Coral Springs, Florida 33065; and the name of the initial registered agent

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of this corporation is Jeffrey P. Kaiser.

## ARTICLE XII

### BYLAWS

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders, and may be restricted by stockholders agreement executed by all shareholders.

## ARTICLE XIII

### CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by any shareholder.

## ARTICLE XIV

### MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

## ARTICLE XV

### ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

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ARTICLE XVI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

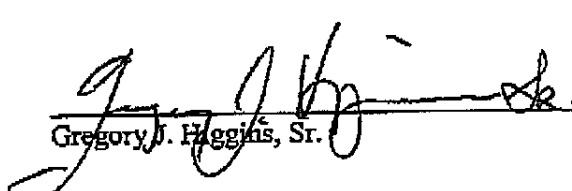
ARTICLE XVII

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions herein contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

16th day of November, 1999.

  
Gregory J. Higgins, Sr.

STATE OF FLORIDA

SS

COUNTY OF BROWARD

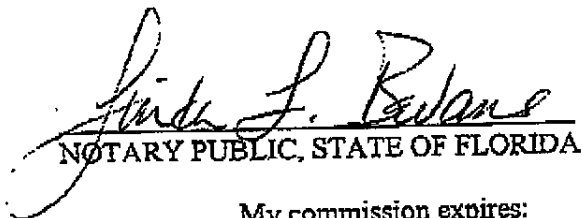
BEFORE ME, the undersigned authority, personally appeared Gregory J. Higgins, Sr., known to me to be the person(s) described in and who executed the foregoing instrument, or who produced identification consisting of Florida Drivers License, and he acknowledged to and before me that he executed said instrument for the purposes therein

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expressed.

WITNESS my hand and official seal this 16th day of November 1999.

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



Linda L. Bevans  
My Commission CC738158  
Expires April 22, 2002

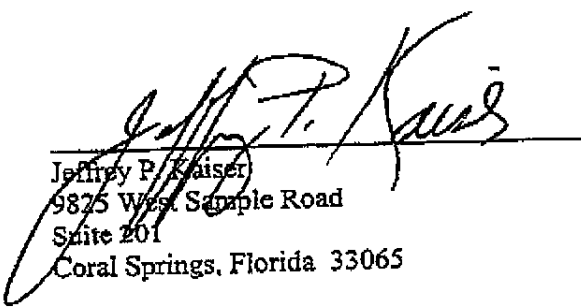
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### ACCEPTANCE AS REGISTERED AGENT

I HEREBY ACCEPT the designation as registered agent of MEN'S CONSUMER NETWORK, INC., a Florida Corporation, contained in its Articles of Incorporation filed with the Secretary of State of the State of Florida, and as such I am authorized to accept service of process for the corporation and act in all other capacities as duly authorized registered agent of said corporation.

  
Jeffrey P. Kaiser  
9825 West Sample Road  
Suite 201  
Coral Springs, Florida 33065

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STATE OF FLORIDA

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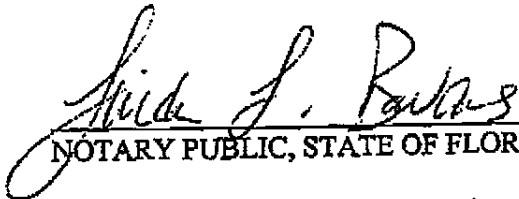
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Jeffrey P. Kaiser, known to me to be the person(s) described in and who executed the foregoing Acceptance As Registered Agent, or who produced identification consisting of:

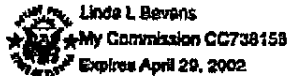
Florida DRIVERS LICENSE, and he acknowledged to and

before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16<sup>th</sup> day of November, 1999.

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



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This instrument prepared by:  
THE LAW OFFICES OF JEFFREY P. KAISER, ESQ.  
9825 West Sample Road  
The Colonial Building - Suite 201  
Coral Springs, Florida 33065  
PH: (954) 345-7177  
FAX: (954) 345-6690  
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