

POOPOOPOO 29318
SOBOL
FASHION PRODUCTIONS, INC.

A Full Service Fashion Show and Special Event Production Company
Lights • Sound • Staging • Special Effects • Model Bookings • Backstage Management
Publicity and Media Relations • Concept and Budget Development

March 14, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

40000317444--0
-03/17/00-01074-005
*****70.00 *****70.00

Re: Articles of Incorporation of Fashion Week of the Americas, Inc.
(Florida domestic)

Dear Sir or Madam:

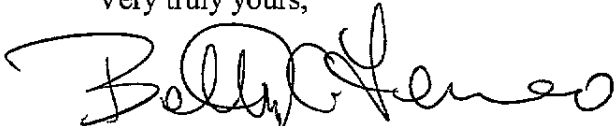
Enclosed is a duplicate set of Articles of Incorporation of Fashion Week of the Americas, Inc., a Florida corporation.

Also enclosed is payment in the amount of \$70.00 to file the Articles of Incorporation. Please date stamp the duplicate original and return it to the undersigned.

Please note that with respect to the trademark, "Fashion Week of the Americas", registered with the Florida Secretary of State in the name of Sobol Fashion Productions, Inc. ("SFP"), that the undersigned, as President of SFP, has full authority to incorporate Fashion Week of the Americas, Inc. and consent to such incorporation, accordingly.

Thank you for your assistance in this matter.

Very truly yours,



Betty C. Ferrero
President

Enclosures

FILED
00 MAR 17 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

00 MAR 17 AM 10:43

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FASHION WEEK OF THE AMERICAS, INC.

I, the undersigned Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Fashion Week of the Americas, Inc. (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV. ADDRESS

The principal office of the Corporation shall be located at 331 S.W. 74th Terrace, Plantation, Florida 33317, and its Registered Agent is Betty C. Ferrero, 331 S.W. 74th Terrace, Plantation, Florida 33317.

ARTICLE V. DIRECTORS

The Corporation shall have at least one director, with the exact number of directors to be specified by the By-laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be one (1).

ARTICLE VI. EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation is Betty C. Ferrero, 331 S.W. 74th Terrace, Plantation, Florida 33317.

ARTICLE VIII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be set forth in the By-laws of the Corporation.

ARTICLE IX. INFORMAL ACTION OF DIRECTORS

If any of the directors severally or all of the directors collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. DIRECTORS

The name and addresses of the initial directors of the Corporation is:

Betty C. Ferrero, 331 S.W. 74th Terrace, Plantation, Florida 33317.

ARTICLE XI. MEETING BY CONFERENCE TELEPHONE

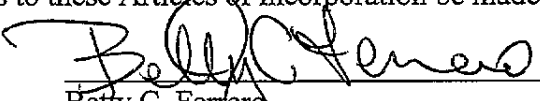
Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XII. INDEMNIFICATION

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

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.


Betty C. Ferrero

