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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

KARIN MODELS OF AMERICA INC.

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

KARIN MODELS OF AMERICA INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **KARIN MODELS OF AMERICA INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 common shares with \$1.00 par value.
5. The principal address and mailing address of the corporation will be:
846 Lincoln Road, Penthouse 3, Miami Beach, FL 33139

Its registered office in the State of Florida is to be located at 80 SW 8TH Street, Suite 1920, Miami FL 33130 its registered agent at such address is:
Bruce M. Boiko

7. The name and address of each person who shall serve as Director is as follows:
John Luc Brunel, 846 Lincoln Road, Penthouse 3, Miami Beach 33139
8. The name and address of the sole incorporator is: *Flora L. Dufour c/o*
BlumbergExcelsior Corporate Services, Inc., 62 White Street, NY 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated August 11, 2003


Flora L. Dufour
Sole Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street New York, NY 10013

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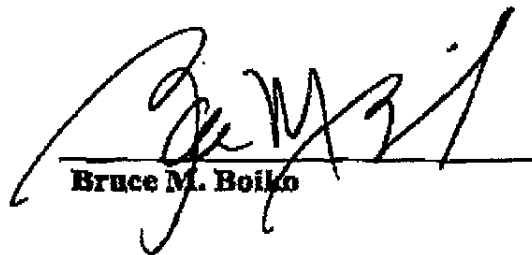
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered agent of
KARIN MODELS OF AMERICA INC. corporation.

Dated: August 11, 2003


Bruce M. Boiko

BlumbergExcelsior Corporate Services
62 White Street
New York, NY 10013
212-431-5000

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