

**Electronic Articles of Incorporation
For**

P04000151540
FILED
November 04, 2004
Sec. Of State
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TOPLINE MODELS & MANAGEMENT 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:

TOPLINE MODELS & MANAGEMENT INC.

Article II

The principal place of business address:

1377 SUMMIT PINES BLVD. APT 2214
WEST PALM BEACH, FL. 33415

The mailing address of the corporation is:

1377 SUMMIT PINES BLVD. APT 2214
WEST PALM BEACH, FL. 33415

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:

2000 SHARE ISSUED @ .01 PAR VALUE

Article V

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

KERVEN DORCINVIL
1377 SUMMIT PINES BLVD. APT 2214
WEST PALM BEACH, FL. 33415

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

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Registered Agent Signature: KERVEN DORCINVIL

Article VI

The name and address of the incorporator is:

KERRY WALSH
INCORPORATETIME.COM, INC.
35-37 CARLETON AVE. SUITE 200
ISLIP TERRACE, NY 11752

Incorporator Signature: KERRY WALSH

Article VII

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

Title: P/D
KERVEN DORCINVIL
1377 SUMMIT PINES BLVD. APT 2214
WEST PALM BEACH, FL. 33415

Title: VP/D
EDWARD MEAGHER III
2703 VISION DRIVE
WEST PALM BEACH, FL. 33418