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RUSSELL E. CARLISLE, P.A.

September 23, 1999

FILED
99 SEP 27 AM 9:15
STATE OF FLORIDA
TALLAHASSEE
STEPHEN M. CARLISLE, P.A.

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

700002997597--9
-09/27/99-01099-016
*****78.75 *****78.75

Re: KVM Models, Inc.

Dear Sir:

Enclosed please find a check in the amount of \$ 78.75 for the following costs for the above named corporation:

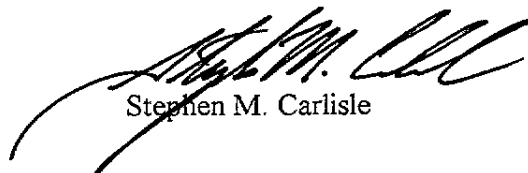
Filing Fee	35.00
Registered Agent Designation	35.00
Certified Copy of Articles	08.75

Sub Total	\$ 78.75
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Also enclosed are one copy of the Articles of Incorporation for the above named corporation, along with a designation and acceptance of Resident Agent. Please file the original Articles and return the certified copy to this office.

Thank you for your prompt attention to the above.

Very truly yours,


Stephen M. Carlisle

SMC/me
Enclosures

9/29/99

ARTICLES OF INCORPORATION
OF

KVM MODELS, INC.

FILED
99 SEP 27 AM 9:45
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s) hereby execute these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is KVM Models, Inc.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having no par value.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this corporation in the State of Florida is: P.O. Box 15040, Plantation, Florida 33318. The Board of Directors may from time to time move the office to any other address in Florida.

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is Stephen M. Carlisle. His address is 415 Southeast 12th Street, Fort Lauderdale, Florida 33316.

ARTICLE VII. DIRECTORS

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is: Kim Von Martin, P.O. Box 15040, Plantation. Florida 33318.

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PRE-EMPTIVE 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 the shareholder already holds, shall have the right to purchase the shareholders's pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATORS(S)

The name and address of the person signing these Articles: Kim Von Martin, P.O. Box 15040, Plantation. Florida 33318.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal,

acknowledged and filed the foregoing Articles of Incorporation under the laws of the State

of Florida this 7 day of September, 1999.

KIM VON MARTIN
KIM VON MARTIN

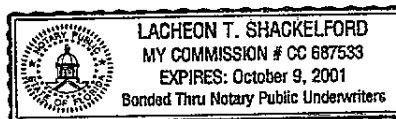
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Kim Von Martin, who is personally known to me to be the person described in these articles as the Incorporator of the corporation, or who produced as identification passport / drivers license and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation and did (did not) take an oath.

WITNESS my hand and official seal in the County and State named above, this 7th day of September, 1999.

L. Shackelford
Notary Public

My commission expires:

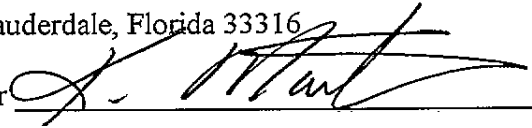


CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of section 607.0501, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1) The name of the corporation is KVM Models, Inc.
- 2) The name and address of the registered agent is

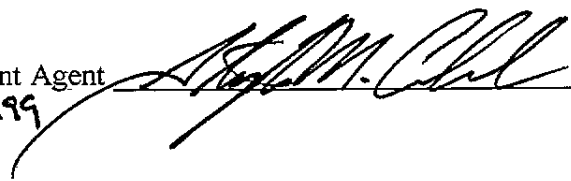
Stephen M. Carlisle
415 Southeast 12th Street
Fort Lauderdale, Florida 33316

Signature of Corporate officer 

Title: Incorporator

Date: Sept. 7, 1999

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

Signature of Resident Agent 

Date: Sept. 7, 1999

FILED
199 SEP 27 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA