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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 509059 9803A

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : August 26, 1997

ORDER TIME : 2:35 PM

ORDER NO. : 509059-005

CUSTOMER NO: 9803A

CUSTOMER: Carol Mandelion, Legal Asst  
GARY S. OSTROW, ESQ

Intracoastal Building Ste 301  
3000 Ne 30th Place  
Ft. Lauderdale, FL 33306

DOMESTIC FILING

NAME: SPOKESMODELS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: \_\_\_\_\_

400002278104--7

FILED  
97 AUG 27 AM 9:49  
SECURITY SERVICES  
TALLAHASSEE, FLORIDA

97 AUG 27 AM 9:11  
JAMES C. JOHNSON  
TALLAHASSEE, FLORIDA

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SN AUG 27 1997

FILED

97 AUG 27 AM 9:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SPOKESMODELS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SPOKESMODELS, INC.

The address of the principal office of this corporation shall be 904 Southeast 2nd Street, Ft. Lauderdale, Florida 33301 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Caprice Baur  
Pres./Sec.

904 Southeast 2nd Street,  
Ft. Lauderdale, Florida 33301

Norma Jean Nesheim  
Vice Pres./Treas.

Same As Above

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 26, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Its Agent, Gail Shelby

FILED  
97 AUG 27 AM 9:49  
STATE  
TALLAHASSEE, FLORIDA

CKS