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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-09/24/98--01019--002
*****70.00 *****70.00

SUBJECT: UNIVERSAL MODEL MANAGEMENT, INC.
(Name of corporation - must include suffix)

W98-19343

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

William S. Kramer, Esq.

(Name of Person)

Abrams Anton P.A.

(Firm/Company)

2255 Glades Road, Suite 411-E

(Address)

Boca Raton, FL 33431

(City, State and Zip Code)

909/16

98 SEP 16 AM 9:26

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

William S. Kramer, Esq. at (561) 994 - 2212
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 24, 1998

WILLIAM S. KRAMER, ESQ.
ABRAMS ANTON P.A.
2255 GLADES RD., STE. 411-E
BOCA RATON, FL 33431

SUBJECT: UNIVERSAL MODEL MANAGEMENT, INC.
Ref. Number: W98000019343

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DIVISION OF CORPORATIONS
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We have received your document for UNIVERSAL MODEL MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 998A00043814

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. UNIVERSAL MODEL MANAGEMENT, INC. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada (State or country under the law of which it is incorporated) 3. applied for (FEI number, if applicable)

4. 7/8/98 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 8/1/98 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 20913 St. Andrews Blvd. #51 Boca Raton, FL 33433 (Current mailing address)

8. modeling management (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Stanley D. Gottsegen, Esq.

Office Address: 2255 Glades Road, Suite 411-E

Boca Raton, Florida, 33431 (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Nancy Lee

Address: 20913 St. Andrews Blvd. #51, Boca Raton, FL 33433

Vice Chairman: same as above

Address: _____

Director: Nancy Lee

Address: 20913 St. Andrews Blvd. #51

Boca Raton, FL 33433

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Nancy Lee

Address: 20913 St. Andrews Blvd. #51

Boca Raton, FL 33433

Vice President: same as above

Address: _____

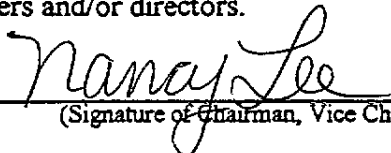
Secretary: same as above

Address: _____

Treasurer: same as above

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Nancy Lee, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
98 SEP 16 AM 9:25

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
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DIVISION OF CORPORATIONS
98 SEP 16 AM 9:21

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **UNIVERSAL MODEL MANAGEMENT, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 8, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on September 3, 1998.



Dean Heller
Secretary of State

By *Janie Smith*
Certification Clerk