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Steven P. Kushner, P.A.
Real Property, Corporate and Development Law

May 24, 2000

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Qualifications/Tax Lien Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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Re: Pentaudi Model Services, Inc.

Gentlemen:

On behalf of my client, Pentaudi Model Services, Inc., enclosed herewith please find the Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence/Good Standing from the Secretary of State, State of Wyoming, and a check in the amount of \$70.00 for the filing fee.

Thank you for your attention to this matter.

Very truly yours,

Steven P. Kushner
Attorney at Law

FILED
00 MAY 30 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPK/cal
Enclosures

mtu
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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. PENTAUDI MODEL SERVICES, 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. Wyoming
(State or country under the law of which it is incorporated)
3. #84-1437447
(FEI number, if applicable)
4. June 30, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Organization
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 13451 McGregor Boulevard, Suite 32
Fort Myers, FL 33919
(Current mailing address)
8. Model and Actor Consulting/Marketing Service
(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: James B. Pentaudi
Office Address: 3860 Central Avenue, Suite 105
Fort Myers, Florida, 33901
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James B. Pentaudi

Address: 3860 Central Avenue, Suite 105

Fort Myers, FL 33901

Director: _____

Address: _____

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

President: James B. Pentaudi

Address: 3860 Central Avenue, Suite 105

Fort Myers, FL 33901

Vice President: _____

Address: _____

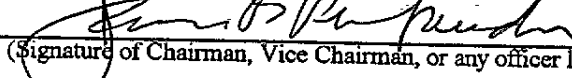
Secretary: _____

Address: _____

Treasurer: _____

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. James B. Pentaudi, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Wyoming

Office of the Secretary of State



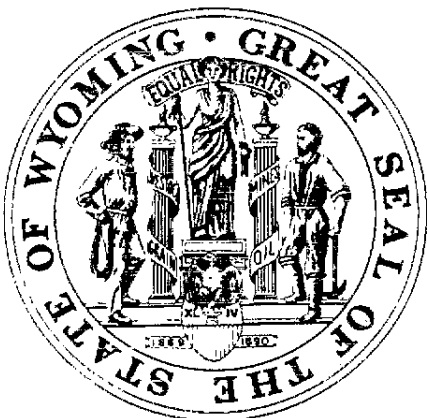
United States of America,
State of Wyoming } ss.

I, JOSEPH B. MEYER, Secretary of State of the State of Wyoming, do hereby certify that according to the records in the office of the Secretary of State of Wyoming, PENTAUDI MODEL SERVICES INC. is a corporation organized under the laws of the State of Wyoming, whose date of incorporation is 06/30/1997; and whose period of duration is perpetual.

I FURTHER CERTIFY that this corporation has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation's existence in the State of Wyoming.

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TALLAHASSEE, FLORIDA

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 4th day of April A.D., 2000.



Joseph B. Meyer

Secretary of State

By *Betty Ann Akshen*
