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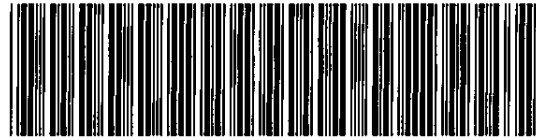
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06 AUG 31 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8/1/06

Law Office of

LEWIS LAW OFFICE, P.A.

A Professional Association

475 N.E. 50th Terrace
Miami, FL 33137

Telephone: 305-757-9255

Facsimile: 305-751-7779

E-mail: LewisLawOfficePA@aol.com

July 27, 2006

Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Organization of: **New Faces Modeling Skills & Mgmt LLC**

Dear Sir or Madam: EFFECTIVE DATE: AUG. 1, 2006


Enclosed for filing is an Original and one duplicate original of the Articles of Organization of the above listed Florida limited liability company with an effective date of Aug. 1, 2006. Also enclosed is a check payable to the Florida Department of State for the following fees:

Filing Fee for Articles & Designation of Reg. Agent	\$ 125.00
Certified Copy Fee	<u>30.00</u>
Total Fees enclosed	\$ 155.00

Upon filing of the enclosed Articles of Organization, please return the Certified Copy marked filed to my address as indicated at the top of this letter. In the event you have any questions or comments, please do not hesitate to contact me. I appreciate your continuing cooperation and assistance in these matters.

Yours very truly,

LEWIS LAW OFFICE, P.A.


M. Kay Lewis, Esq.
For the Firm

Enclosures: Original and Copy
Filing Fee Check No. 1341

cc: Client

FILED
06 AUG 31 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF**

NEW FACES MODELING SKILLS & MGMT LLC

The undersigned hereby files these Articles of Organization to form a Florida limited liability company pursuant to Chapter 608, Florida Statutes, as hereinafter set forth.

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06 AUG 31 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this limited liability company shall be:

NEW FACES MODELING SKILLS & MGMT LLC

ARTICLE II. ADDRESS

The mailing address and the street address of the principal office of the limited liability company is:

Principal Office Address:

C/o Claudio Benedetti
1510 Bay Rd, Apt. #302
Miami Beach, 33139

Mailing Address:

c/o D. Michael Lewis, P.A.
475 N.E. 50th Terrace
Miami, FL 33137

ARTICLE III. REGISTERED AGENT/OFFICE

The name and Florida street address of the initial registered agent for this limited liability company are:

M. Kay Lewis, Esq.
Lewis Law Office, P.A.
475 N.E. 50th Terrace
Miami, FL 33137

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S..


Registered Agent's Signature

ARTICLE IV. MANAGEMENT

The limited liability company shall be managed by a manager. The name of the initial manager ("MGR") is CLAUDIO BENEDETTI whose address is: 1510 Bay Rd., Apt. #302, Miami Beach, FL 33139, who shall serve until the first annual meeting of members or until a successor is elected and shall qualify.

ARTICLE V. EFFECTIVE DATE & DURATION

This term of this limited liability company shall commence effective upon the 1st day of August, 2006, and shall be perpetual unless and until dissolved.

ARTICLE VI. AMENDMENTS

These Articles, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of the members. With respect to vested rights of the members, these Articles may be amended at any time by unanimous vote of the members. Amendments shall be filed as required with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27th day of July, 2006.



Claudio Benedetti, Initial Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
06 AUG 31 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA