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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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September 11, 2002

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

700007838227--5
-09/19/02--D1010--002
***125.00 ***125.00

Re: Jackson Dean Model Management LLC

Dear Sir/Madam:

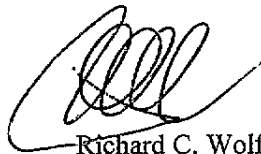
Enclosed herewith please find the following:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
2. Certificate of Designation of Registered Agent/Registered Office.
3. Certificate of Existence and Good Standing.
4. Check for \$125.00 to process the Application.

Please acknowledge receipt of the above by returning same in the stamped, self-addressed envelope provided herein.

I am,

Very truly yours,



Richard C. Wolfe, Esq.

RCW:iec

Enclosures

cc: Mr. Patrick Dean

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

2002 SEP 19 AM 10:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. JACKSON DEAN MODEL MANAGERS, LLC
(Name of foreign limited liability company)

2. Del 3. 01-0697097
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 5/1/02 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. June 1, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 7330 Ocean Terr Suite 1403
Miami Beach, FL 33141
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

<u>Patrick A Dean</u>	<u>Brian K. Jackson</u>
<u>951 NW 33rd Dr</u>	<u>7330 Ocean Terr #1403</u>
<u>PT Lauderdale FL 33311</u>	<u>Miami Beach, FL 33141</u>

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Entertainment, Promotion

+ Marketing

Patrick A Dean

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

PATRICK A-DEAN
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

JACKSON DEAN KODER MANAGEMENT, LLC

2. The name and the Florida street address of the registered agent and office are:

RICHARD O. Wolfe, Esq.
of Pathman Lewis, LLP
2 S. Biscayne Blvd., Suite 2400
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami, FL 33145
(City/State/Zip)

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.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

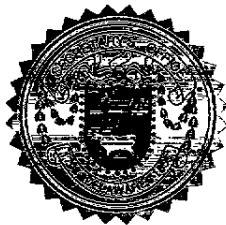
Delaware

The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JACKSON DEAN MODEL MANAGEMENT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF AUGUST, A.D. 2002.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1960868

DATE: 08-29-02