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OFFICE OF
SEEMANN & SCHUTT, P.A.

1105 Cape Coral Parkway East, Suite C
Cape Coral, Florida 33904
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 14 PM 2:49

Ernest A. Seemann
Darrin R. Schutt
(also admitted in Georgia)
Christine F. Wright

12 April 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****
43.75

RE: Model Agency Association, Inc. and Studio 3W, Inc.

Dear Sir or Madam:

Enclosed please find an executed original of the Articles of Amendment for the above-referenced companies together with our check for \$87.50. Please return a certified copy of the Articles of Amendment.

Should you have any questions, please contact me.

Sincerely,



Andreas Gardiner

Enclosures

Amend.

V SHEPARD APR 25 2000

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 14 PM 2:49

**ARTICLES OF AMENDMENT FOR
MODEL AGENCY ASSOCIATION, INC.**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of the above named corporation are amended as follows:

1. ARTICLE IX is amended to read as follows:
The address of this corporation's principal office is
Waterford Business Park
5201 Blue Lagoon Drive
Miami, FL 33126
2. The Registered Agent of the corporation is Helmut Geiser, with an address at
3405 S. E. 18th Place
Cape Coral, FL 33904
3. The foregoing amendments were unanimously approved by the shareholders and adopted by the Board of Directors of the Corporation on February 28, 2000..

IN WITNESS WHEREOF, I the undersigned, have executed these Articles of Amendment on the 14 day of March, 2000.

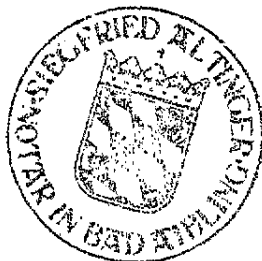
Diana Barth
Diana Barth, President

Federal Republic of Germany)
City of Bad Aibling

I HEREBY CERTIFY that on this 14 day of March, 2000 before me, an officer duly qualified to take acknowledgments, personally appeared DIANA BARTH, who produced German Passport No. 7823313982 as identification, and who has executed the foregoing instrument and acknowledged before me that she executed the same.

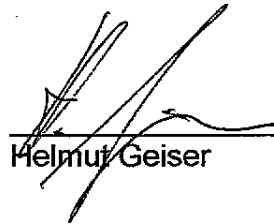
May
Civil-Law Notary

SEAL



ACKNOWLEDGEMENT

Having been named to accept service of process for MODEL AGENCY ASSOCIATION, INC., a Florida Corporation, at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.



Helmut Geiser