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ARTICLES OF INCORPORATION

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OF

SECKLTARY OF STATE TALLAHASSEE, FLORIDA

SOUTHERN FOX MODELING AGENCY, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporations Act, does hereby adopt the following Articles of Incorporation.

Article I - Name and Address

The name of this Corporation is Southern Fox Modeling Agency, Inc. The principal place of business of this Corporation shall be 1064 N.W. 80th Terrace, Plantation, Florida 33322 and the mailing address is P.O. Box 100045, Ft. Lauderdale, Florida 33310 or such other place as may be designated by the Board of Directors.

Article II - Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, no par value.

Article III - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1064 N.W. 80th Terrace, Plantation, Florida 33322. The initial registered agent of this Corporation is Stacy L. Moran, Sr.

Article IV - Incorporator

The name and address of the person signing these Articles as the incorporator is:

Stacy L. Moran, Sr. P.O. Box 100045 Ft. Lauderdale, Florida 33310

IN WITNESS WHEREOF, the undersigned Incorporator has

executed these Articles of Incorporation, this April, 2000.

> Moran, Sr.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

Moran, Sr.

istered Agent

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