

Charter Number Only

Requestor's Name

Address

City

State

ZIP

Phone

CORPORATION(S) NAME

SECTION ONLY

400003288214--0
-06/14/00--01013--023
*****76.75 *****76.75
400003288214--0
-06/14/00--01013--024
*****2.00 *****2.00

Funn in the City



Profit

() NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent



Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

() Call If Problem

() After 4:30

() Walk In

() Will Wait



Pick Up

() Mail

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

00 OCT 2 AM 10 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 14 AM 9:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED



Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 14, 2000

EMPIRE

MIAMI, FL

SUBJECT: FUNN IN THE CITY, INC.
Ref. Number: W00000015103

We have received your document for FUNN IN THE CITY, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 400A00033999

RECEIVED
00 JUN 16 AM 9:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 16, 2000

EMPIRE

MIAMI, FL

SUBJECT: FUNN IN THE CITY I, INC.
Ref. Number: W00000015103

ATTN: Loria

We have received your document for FUNN IN THE CITY I, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 400A00034509

RECEIVED
00 OCT 12 AM 9:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FUNN IN THE CITY I, INC.

FILED
00 OCT 12 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is FUNN IN THE CITY I, INC. The initial street address of the principal office of this corporation in the State of Florida is Berkley South Bldg., 3015 N. Ocean Blvd., Suite 102, Fort Lauderdale, Florida 33308. The Board of Directors may from time to time move the principle office to any other address in Florida.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is/are to perform all services in the advertising for prospective modeling clientele on the internet and/or to conduct any lawful business and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares:

Number. The aggregate number of shares that the corporation shall have the authority to issue is 500 shares of capital stock with a par value of \$1. per share.

Initial Issue. 500 shares of the capital stock of the corporation shall be issued for cash at a par value of \$1. per share.

Stated Capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is Berkley South Bldg., 3015 N. Ocean Blvd., Suite 102, Fort Lauderdale, Florida 33308, and the name of the initial registered agent at such address is Jerry M. Lytell.

SIXTH: The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholders of the corporation.

SEVENTH: The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until his successor(s) shall have been elected and qualified, is as follows:

<u>Name</u>	<u>Address</u>
Jerry Morris Lytell	Berkley South Bldg. 3015 N. Ocean Blvd., Suite 102 Fort Lauderdale, Florida 33308

EIGHTH: The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Address</u>
Jerry Morris Lytell	Berkley South Bldg. 3015 N. Ocean Blvd., Suite 102 Fort Lauderdale, Florida 33308

NINTH: Unanimous consent of the stockholders of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders' meeting, with not less than a unanimous vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or any property or services) from the time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

TWELFTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

THIRTEENTH: Redemption of Stock - Shareholder may redeem stock at a fixed price set by shareholders' certified public accountant.

FOURTEENTH: Authority over By-Laws - The shareholder may adopt, alter, amend or repeal by-laws.

FIFTEENTH: Calling Shareholders' Meetings - The holders of one-tenth (1/10) of the voting shares may authorize special shareholders' meetings.

SIXTEENTH: Quorum - A unanimous consent by the shareholders entitled to vote constitutes a quorum.

SEVENTEENTH: Rights upon Liquidation of Dissolution - After payments of all debts, the remaining assets of this corporation shall be payable to and distributed ratably upon the holders of record of the common shares.

EIGHTEENTH: Voting Rights - The entire power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

NINETEENTH: Series of Stock - No series of stock for common shares will be authorized by the Board of Directors.

TWENTIETH: By-Laws - The power to adopt, alter, amend or repeal by-laws is vested in the Board of Directors.

TWENTY-FIRST: Restrictions on Transfer of Stock - Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the original shareholder of the corporation.

TWENTY-SECOND: Greater Voting Requirements for Shareholders with Respect to Mergers, Consolidations, Sales of Assets and Amendments - The affirmative vote of 100% of the shares of this corporation entitled to vote shall be required for the authorization of mergers, consolidations, sales of assets and amendments.

TWENTY-THIRD: Shareholders' Meeting - Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

TWENTY-FOURTH: Dividends - The director may declare and pay dividends upon the common shares.

TWENTY-FIFTH: Rights upon Liquidation or Dissolution - After the payment of bona fide creditors as determined by a bankruptcy referee, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.

TWENTY-SIXTH: Approval of Shareholder Required for Merger - The approval of the shareholders of this corporation to any plan of merger shall be required.

TWENTY-SEVENTH: Shareholders of Record - Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Jerry M. Lytell	500 Shares
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TWENTY-EIGHTH: Right of Shareholders to Dissent - The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida General Corporations Act.

TWENTY-NINTH: Shareholders' Meeting Required - Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

THIRTIETH: Management of Corporation by Shareholders - All corporate power shall be exercised by or under the authority of, the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

THIRTY-FIRST: Directors' Residency and Compensation - Directors of this corporation must be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

THIRTY-SECOND: Removal of Directors - The shareholders of this corporation shall be entitled to remove any director from office during his term.

THIRTY-THIRD: Director Quorum and Voting - All of the directors shall constitute a quorum for a meeting of directors.

THIRTY-FOURTH: The names and addresses of the persons who shall serve as officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Jerry M. Lytell	Berkley South Bldg. 3015 N. Ocean Blvd., Suite 102 Fort Lauderdale, Florida 33308	President Vice-President Treasurer Secretary Director

THIRTY-FIFTH: Meeting by Conference Telephone - Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

THIRTY-SIXTH: Actions by Directors without a Meeting - The directors of this corporation may not take action without a meeting.

THIRTY-SEVENTH: Dividends - Dividends may be paid to shareholders only out of unreserved and unrestricted retained earnings of the corporation.

THIRTY-EIGHTH: Reduction in Stated Capital - The stated capital of this corporation shall not be reduced by action of the Board of Directors when the reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

THIRTY-NINTH: Indemnification - The corporation shall indemnify any officer or director, or any former officer or director, to the full extend permitted by law.

FORTIETH: Amendment - This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at Fort Lauderdale, Florida, on the 8 day of June, 2000.

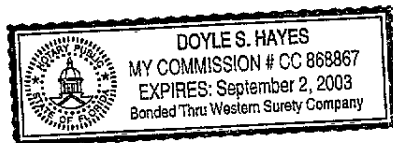

INCORPORATOR

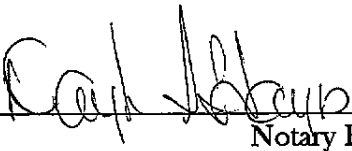
STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority, personally appeared Jerry M. Lytell, who is to me known to be the person described in and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I hereunto set my hand and my official seal at Fort Lauderdale in said County and State this 8 day of June, 2000.




Notary Public

My commission expires

I.D.: Florida Driver's License / Jerry M. Lytell

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance
with said Act:

INC.

First - That FUNN IN THE CITY, INC. desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the articles of incorporation at City of Fort Lauderdale,
County of Broward, State of Florida, has named Jerry M. Lytell, located at Berkley South Bldg., 3015
N. Ocean Blvd., Suite 102, Fort Lauderdale, Florida 33308, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision to said Act relative to keeping open said office.

By: _____

Signature

Registered Agent

FILED
00 OCT 12 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA