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LAW OFFICES OF

EDWARD R. CURTIN, P.C.

TELEPHONE
(212) 686-6744

288 LEXINGTON AVENUE
NEW YORK, N.Y. 10016-3565

FACSIMILE
(212) 686-6691

October 26, 2000

Via UPS

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

SUBJECT: MODA IN MIAMI - FASION WEEK OF THE AMERICAS, INC.

Enclosed is an original and (2) copies of the articles of incorporation and a check for:

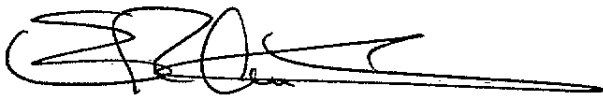
\$87.50
Filing Fee, Certified Copy
& Certificate of Status

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-10/30/00--01017--001
*****87.50 *****87.50

FROM: Edward R. Curtin, P.C.
288 Lexington Avenue
New York, NY 10016-3565

(212) 686-6744

Very truly yours,



Edward R. Curtin

FILED
00 OCT 30 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward Curtin GAVE
AUTHORIZATION BY PHONE TO
CORRECT ARTICLE V & VI
DATE 10/30/00
DOC. EXAM CB

CB 10-31
W-26032

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED
00 OCT 30 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

MODA IN MIAMI - FASHION WEEK OF THE AMERICAS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is: **1200 Collins Avenue, Suite 206
Miami Beach, FL 33139**

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: To develop, organize and produce events, fashion shows, television, radio, internet and other media presentations, to enter into licensing, sponsorship and other commercial agreements and arrangements, and to engage in all other lawful activities for the promotion of the best interests of the corporation.

ARTICLE IV SHARES

The number of shares of stock is: **3000 common shares, \$0.01 par value per share**

ARTICLE V INITIAL OFFICERS/DIRECTORS

The names and addresses: **John Casablancas, Chairman and Chief Executive Officer
Betty Ferrero, President and Chief Operating Officer**

Both at 1200 Collins Avenue, Suite 206, Miami Beach, FL 33139

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

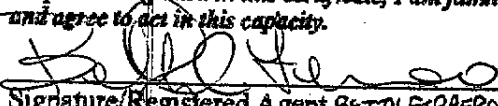
Betty Ferrero

**331 SW 74th Terrace
Plantation, FL 33317**

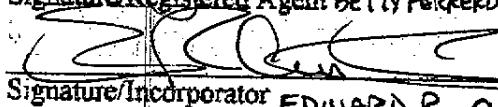
ARTICLE VII INCORPORATOR

The name and address of the Incorporator is: **Edward R. Curtin
288 Lexington Avenue
New York, NY 10016**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent **Betty Ferrero**

10-23-00
Date


Signature/Incorporator **EDWARD R. CURTIN**

10/26/00
Date