

Zimmer & Lawson Accounting Services

2403 STATE STREET TAMPA, FLORIDA 33609 813-354-8301, FAX 813-354-8201

P00000112377

November 29, 2000

Secretary of State
Division of Corporations
P.O. box 6327,
Tallahassee, FL. 32314

FILED
00 DEC -4 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300003485273--81
-12/04/00--01126--004
*****78.75 *****78.75

Please find enclosed the Articles of Incorporation for Super Models, Inc. And the check for \$78.~~75~~ also an extra copy. Please process these, this is from:

Zimmer & Lawson Accounting Services, Inc.
2403 State Street
Tampa, FL. 33609
813-354-8301

12-7

6

ARTICLES OF INCORPORATION
OF
SUPER MODELS, INCORPORATED

FILED
00 DEC -4 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATORS OF THESE ARTICLES OF INCORPORATION, A NATURAL PERSONS COMPETENT, HEREBY PRESENTS THESE ARTICLES OF INCORPORATION FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I NAME

THE NAME OF THE CORPORATION IS: SUPER MODELS, INCORPORATED.

ARTICLE II EXISTENCE

THE CORPORATION SHALL COME INTO EXISTENCE IMMEDIATELY UPON THE FILING OF THESE ARTICLES OF INCORPORATION AND SHALL HAVE A PERPETUAL EXISTENCE THEREAFTER.

ARTICLE III NATURE OF BUSINESS

THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES

PROPOSED TO BE TRANSACTED, PROMOTED, OR CARRIED ON ARE TO ENGAGE
IN ANY AND ALL LAWFUL BUSINESSES IN THE STATE OF FLORIDA, INCLUDING
MODELING.

ARTICLE IV CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THE CORP
-ORATION IS AUTHORIZED TO HAVE AT ANY ONE TIME IS 500 SHARES OF COMMON
STOCK. WITH THE BREAKDOWN : ELIZABETH CARTHEN 500 SHARES OF
COMMON STOCK.

ARTICLE V INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION
SHALL BEGIN BUSINESS IS \$1000.00.

ARTICLE VI ADDRESS & REGISTERED AGENT

THE POST OFFICE ADDRESS OF THE CORPORATION PRINCIPAL
BUSINESS OFFICE IS 10902 5TH ST. RIVERVIEW, FL. 33569. THE NAME AND
ADDRESS OF ITS INITIAL REGISTERED AGENT IS MONICA Z. LAWSON 2403 STATE
STREET , TAMPA, FL. 33609. THE BOARD OF DIRECTORS FROM TIME TO

TIME MAY MOVE THE REGISTERED AGENTS OFFICE TO ANY OTHER OFFICE IN THE STATE OF FLORIDA. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

Monica Z Sawson SIGNED THIS DAY Nov. 29, 2000

ARTICLE VII BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THOSE DIRECTORS WHOSE NAME AND ADDRESSES ARE AS FOLLOWS;

**PRESIDENT; ELIZABETH CARTHEN
10902 5TH ST.
RIVERVIEW, FL. 33569**

ARTICLE VIII INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION IS:

**ELIZABETH CARTHEN
10902 5TH ST.
RIVERVIEW, FL. 33569**

PRESIDENT

ARTICLE IX AMENDMENTS

THE ARTICLE OF INCORPORATION MAYBE AMENDED IN THE MANNER AS PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS, AND APPROVED AT A SHAREHOLDERS MEETING BY AMAJORITY OF THE STOCK ENTITLED TO VOTE THEREON. UNLESS ALL DIRECTORS AND ALL THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE. ALL RIGHTS OF THE SHAREHOLDERS ARE SUBJECT TO THESE RESERVATIONS.

ARTICLE X CHAPTER 'S'

THE DIRECTORS SHALL BE AUTHORIZED TO MAKE A DECLATATION AS MAYBE NECESSARY TO CAUSE THE CORPORATION TO QUALIFY FOR TREATMENT AS AN "S" CORPORATION UNDER SECTION 1362 OF THE INTERNAL REVENUE CODE.

ARTICLE XI INDEMNIFICATION

THE SHAREHOLDERS OF THE COMMON STOCK OF THIS CORPORATION SHALL HAVE PRESCRIPTIVE RIGHTS TO THE SHARES OF COMMON STOCK OR ANY OTHER TYPE OF STOCK OF THIS CORPORATION HEREAFTER ISSUED.

INWITNESS WHEREOF, THE INCORPORATORS ABOVE NAMED, HERE UNTO SET THEIR HANDS AND SEALS ON THIS _____ DAY OF NOVEMBER 2000.

FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS FOR THE
STATE OF FLORIDA AND MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE IN THE
OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA. THESE ARTICLES OF
INCORPORATION AND CERTIFY THAT THE FACTS

HEREIN STATED ARE TRUE

Elizabeth M Carthen

ELIZABETH CARTHEN
PRESIDENT

FILED
00 DEC -4 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA