

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P01000062079

Miss High School USA, Inc.

FILED
JUN 19 PM 4:12
TALLAHASSEE, FLORIDA

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-06/19/01--01034--003
*****78.75 *****78.75

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Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

X

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____ J. BRYAN JUN 21 2001

UCC 11 Search _____

UCC 11 Retrieval _____

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W01-14014

Signature _____

Requested by: KC

6/19

Name _____

Date _____

Time _____

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Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 19, 2001

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32301

SUBJECT: MISS HIGH SCHOOL U.S.A., INC.
Ref. Number: W01000014014

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for MISS HIGH SCHOOL U.S.A., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6052.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 001A00037224

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 21 PM 3:28
STANDARD
FOR KNOWLEDGE
OF AGENCY OF FILING

**ARTICLES OF INCORPORATION
OF
MISS HIGH SCHOOL U.S.A, INC.**

FILED
01 JUN 19 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: MISS HIGH SCHOOL U.S.A., INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the State of Florida and of the United States of America. In addition, the purpose of this Corporation is to stage, promote, arrange and produce beauty pageants, beauty contests, and other type of related contests at high schools and other institutions of higher learning or where ever else may be so designated.

ARTICLE IV

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 500 shares of Common Stock of a par value of One (\$1.00) Dollar per share. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

The street address of the initial principal & mailing address of the corporation in the state of Florida is: 9212 S.W. 73rd Avenue, Pinecrest, Florida 33156.

The name of the initial registered agent of this corporation is: JEFFREY DREW CUMMINS, 9555 North Kendall Drive, Suite 202, Miami, Florida 33176.

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

The corporation shall have three (3) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation is MANNY VARAS, Jr., to serve as President and Secretary, 7440 S.W. 130th Avenue, Miami, Florida 33183, CARLOS ARIAS, to serve as Vice-President, 7440 S.W. 130th Avenue, Miami, Florida 33183, and RAMIRO RESTREPO, to serve as Secretary and Treasurer, 7440 S.W. 130th Avenue, Miami, Florida 33183.

ARTICLE VII

INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation are: MANNY VARAS, Jr., CARLOS ARIAS, and RAMIRO RESTREPO, 7440 S.W. 130th Avenue, Miami, Florida 33183.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

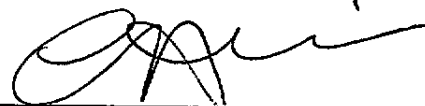
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

ARTICLE XI-BUY-OUT PROVISION

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(ve) executed these Articles of Incorporation this 11 day of JUNE, 2001.


MANNY VARAS, JR.

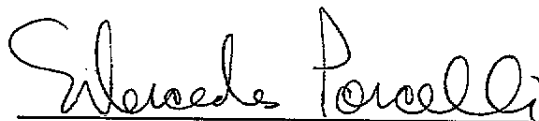

CARLOS ARIAS


RAMIRO RESTREPO

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments personally appeared MANNY VARAS, Jr., CARLOS ARIAS, and RAMIRO RESTREPO, to me known to be the person(s) described as Subscriber(s) in, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 11 day of JUNE, 2001.



NOTARY PUBLIC
State of Florida

My Commission Expires:

This Instrument Prepared by:
Jeffrey Drew Cummins, Esq.
9555 N. Kendall Drive
Suite 202
Miami, Florida 33176
305-595-3310



Mercedes Porcelli
Commission # DD 014954
Expires April 2, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

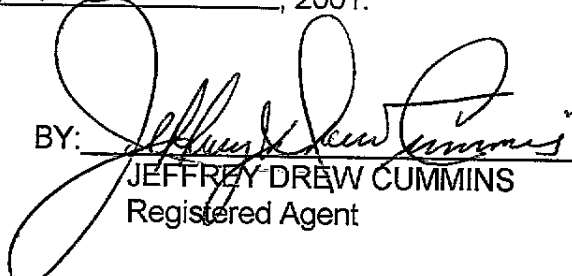
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, MISS HIGH SCHOOL U.S.A., INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has designated JEFFREY DREW CUMMINS, 9555 North Kendall Drive, Suite 202, Miami, Florida 33176, as its agent to accept service of process within this State.

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 of said Act relative to keeping open said office.

Dated this 11 day of JUNE, 2001.

BY:


JEFFREY DREW CUMMINS
Registered Agent

FILED
01 JUN 19 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA