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LAW OFFICES

JOEL A. SAVITT

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FILED

01 JUN 22 PM 4:32

SECRETARY OF STATE

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TALLAHASSEE, FLORIDA

JOEL A. SAVITT

OF COUNSEL

SUSAN L. ALSPECTOR
ALAN B. GEST

VIA FEDERAL EXPRESS

June 21, 2001

New Filings Section [(850) 488-9000]
Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

400004439794--7
-06/25/01--01071--020
*****78.75 *****78.75

Re: Modello, Inc.

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "Modello, Inc." together with my check in the amount of \$78.75.

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Very truly yours,

JOEL A. SAVITT

JAS/em

Enclosures as stated

C. BLALOCK JUN 25 2001

ARTICLES OF INCORPORATION
OF
MODELLO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is Modello, Inc.

ARTICLE II
BUSINESS ADDRESS

The business address of this corporation is:

14 North Federal Highway
Dania Beach, Florida 33004

ARTICLE III
DURATION

This corporation shall have perpetual existence commencing on the date of signing of the Articles of Incorporation by the Incorporator herein.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI
VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII
PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 14 North Federal Highway, Dania Beach, Florida 33004, and the name of the initial registered agent of this corporation at that address is Robert Perlberg.

ARTICLE IX
INITIAL BOARD OF DIRECTORS AND OFFICER

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The name and address of the initial director and officers of this corporation is:

Robert Perlberg - Director, President and Secretary
14 North Federal Highway
Dania Beach, Florida 33004

Daniel Falcon - Vice-President and Treasurer
14 North Federal Highway
Dania Beach, Florida 33004

ARTICLE X
INCORPORATOR

The name and address of the Incorporator is:

Robert Perlberg
14 North Federal Highway
Dania Beach, Florida 33004

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation

on this _____ day of _____, 2001.

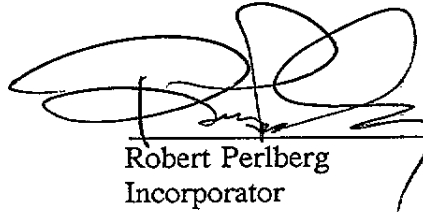
A handwritten signature in black ink, appearing to read 'Robert Perlberg', written over a horizontal line.

Robert Perlberg
Initial Director/Incorporator

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

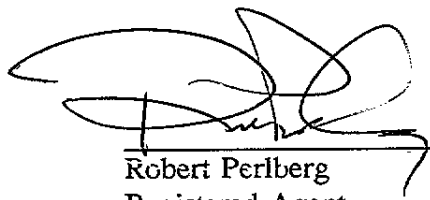
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Modello, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 14 North Federal Highway, Dania Beach, Florida 33004, names Robert Perlberg, located at 14 North Federal Highway, Dania Beach, Florida 33004, as its agent to accept service of process within the State of Florida.


Robert Perlberg
Incorporator

Dated: _____, 2001

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, 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.


Robert Perlberg
Registered Agent

Dated: _____

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TALLAHASSEE, FLORIDA