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# LAZARUS CORPORATE FILING SERVICE

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3320 S.W. 87 AVENUE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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01 JUN 28 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VISTA MODELS INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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01 JUN 28 AM 11:20  
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-06/28/01--01076--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials

**ARTICLES OF INCORPORATION OF VISTA MODELS, INC.**

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is Vista Models, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The initial address of the principal office of this Corporation is 6910 Rue Notre Dame, Miami Beach, Florida 33141 and the initial mailing address of this Corporation shall be 6910 Rue Notre Dame, Miami Beach, Florida 33141.

**ARTICLE III - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IV - PURPOSE**

The primary purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and of the state of Florida. The initial nature of this Corporation shall be that of a modeling agency.

**ARTICLE V - CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to issue is: 1000 (one thousand) and shall have no designated par value. Initial shares will be distributed in the

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following manner:

Michel Castellano	45 % of all shares
Giancarlo Lasio	45 % of all shares
Paul Palmer	10 % of all shares

Notwithstanding, anything in these Articles of Incorporation, this Corporation is authorized to issue only one class of stock and such stock shall be designated as common stock.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this corporation is David Estrella, Esq., 3191 Coral Way, Suite 114, Miami, FL 33145, upon whom process in any action or proceeding against this Corporation may be served.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) initial Directors on the initial Board of Directors of this Corporation.

The initial Directors on the initial Board of Directors shall remain on the initial Board of Directors until the first election of the Board of Directors to be held in the manner and at the point in time prescribed by the bylaws adopted by this Corporation as amended from time to time. The number of directors may be increased or decreased from time to time on accordance with the bylaws adopted by this Corporation as amended from time to time. Notwithstanding anything in these Articles of Incorporation, the number of Directors on the Board of Directors shall never be less than one (1). The names of the initial Directors on the initial Board of

Directors of this Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Giancarlo Lasio	Director	180 NE 39 Street, Suite 106 Miami, Florida 33137
Michel Castellano	Director	5601 Collins Avenue, PH 1 Miami Beach, Florida 33140
Paul Palmero	Director	6910 Rue Notre Dame Miami Beach, Florida 33141

#### **ARTICLE VIII - OFFICERS**

This Corporation shall have three initial offices and these offices shall be filled, as follows, until the first election of Officers to be held at the point in time prescribed by the bylaws adopted by this Corporation as amended from time to time:

<u>President:</u>	Paul Palmero
<u>Vice-president:</u>	Michel Castellano
<u>Secretary:</u>	Giancarlo Lasio

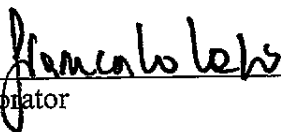
Additional offices may be created in accordance with the bylaws.

#### **ARTICLE IX - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, to the full extent permitted by the law.


**ARTICLE X - INCORPORATOR**

In order to incorporate this Corporation and in order to effectuate the governance in accordance with these Articles of Incorporation, the undersigned incorporators acknowledge the above provisions with their respective signatures:

  
Incorporator

**WRITTEN ACKNOWLEDGEMENT OF REGISTERED AGENT**

I, David Estrella, Esquire, as the initial registered agent of this Corporation designated under Article VI of these Articles of Incorporation hereby acknowledge my duties as such registered agent and state that I am familiar with the laws of Florida Business Corporation Act.

  
Registered Agent

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