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TRANSMITTAL LETTER

October 26, 2001

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

FILED
01 OCT 29 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Incorporation of:
Barbie Modeling and Dance, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation of the above named corporation.

I have also included a check of \$78.75, which breaks down as follows:

Filing fee:	\$35.00
Designation of Registered Agent:	\$35.00
Certified Copy	<u>8.75</u>
Total	\$78.75

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*****78.75 *****78.75

Thank you for all your help.

Sincerely yours,

Barbara A. Gonzalez
1110 East 8th Avenue
Hialeah, Florida 33010
Telephone: 305-888-6607

I have also enclosed
a stamped self
address envelope
so that you can
mail me my copy

Thank you -

10-30-01
EC

ARTICLES OF INCORPORATION OF

Barbie Modeling and Dance, Inc.

The UNDERSIGNED, has executed the following document as incorporator of the above named corporation. A corporation organized under Chapter 607 of the laws of the State of Florida, and all rights duties and obligations of the undersigned, as incorporator and those of the corporation are to be determined in accordance with said law.

ARTICLE I. NAME

The name of the corporation shall be: Barbie Modeling and Dance, Inc..

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 1110 East 8th Avenue, Hialeah, Florida 33010, and the mailing address of the corporation shall be the same.

ARTICLE III. PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do with any and all of the things herein mentioned, as fully and to the same extent as a natural person might do, viz:

(1) Transact any and all lawful business;

(2) Said corporation shall further have powers:

- a) To have perpetual succession by it's corporate name;
- b) To sue and be sued, complain and defend its corporate name in all actions or proceedings;
- c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- d) To purchase, take, receive, lease, or otherwise deal in and with real or personal property or any interest therein, whenever situated;
- e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;
- f) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;
- g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use and deal in and with, shares or other interests in or obligations of, other domestic or foreign corporations, associations,

partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

- h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- i) To lend money for its corporate purposes, invest and reinvest, and take and hold real and personal property as security of the payment of funds so loaned or invested;
- j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
- k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- l) To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for its administration;
- m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;
- o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees of its subsidiaries;
- p) To be a promoter, incorporator, partner, member, associate, or manager of any other corporation, partnership, joint venture, trust, or other enterprise;
- q) To have and exercise all powers necessary or convenient to effect its purposes;
- r) To indemnify any person who by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE IV. SHARES

The aggregate number of shares of stock which the corporation shall have the authority to issue is the total sum of shares, having an individual par value of 100 shares at \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one class of stock of this corporation.

ARTICLE V. INITIAL OFFICERS AND DIRECTORS

The initial Board of Directors shall consist of a total of one (1) person, and the name and address of the person who is to serve as the initial director is:

Barbara A. Gonzalez, Director
1110 East 8th Avenue
Hialeah, Florida 33010

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction set forth in these Articles of Incorporation.

The stock of this corporation shall be issued as follows:
Barbara A. Gonzalez 100 Shares

ARTICLE VI. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1110 East 8th Avenue, Hialeah, Florida 33010, and the name of the initial registered agent of the corporation at that address is Barbara A. Gonzalez.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

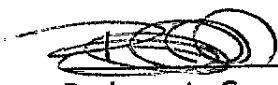
ARTICLE IX. INCORPORATOR

The name and Florida street address of the incorporator to these Articles of Incorporation is:

Barbara A. Gonzalez
1110 East 8th Avenue
Hialeah, Florida 33010

IN WITNESS WHEREOF, The undersigned incorporator of Barbie Modeling and Dance, Inc. has hereunto executed these Articles of Incorporation this October 26, 2001.

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.


Barbara A. Gonzalez
Registered Agent

Date: October 26, 2001


Barbara A. Gonzalez
Incorporator

Date: October 26, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
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:

The **Barbie Modeling and Dance, Inc.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named **Barbara A. Gonzalez**, 1110 East 8th Avenue, Hialeah, Florida 33010, as agent to accept service of process within the state.

ACKNOWLEDGEMENT: 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 provisions of said Act relative to keeping open said office.

Barbara A. Gonzalez



Registered Agent

October 26, 2001