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CERTIFIED PUBLIC ACCOUNTANT

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January 2, 2002

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-01/08/02--01034--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

VIA FEDERAL EXPRESS

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Incorporation/  
Starz National Models & Talent Management, Inc.

FILED  
02 JAN -8 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

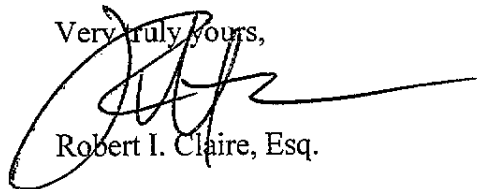
Also enclosed is a check in the amount of \$78.75 for filing fees as follows for the corporation.

Filing Fees \$ 35.00  
Cert. copy 8.75  
Reg. Agent 35.00  
Amount \$ 78.75

Your expediency in returning these filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,



Robert I. Claire, Esq.

RIC/mh  
Enclosures/check

01-14-02  
TS

**ARTICLES OF INCORPORATION**

**OF**

**STARZ NATIONAL MODELS & TALENT MANAGEMENT, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

**STARZ NATIONAL MODELS & TALENT MANAGEMENT, INC.  
225 Mizner Blvd., Suite 300  
Boca Raton, FL 33432**

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To own, operate and manage a model and talent search company throughout the State of Florida and the United States.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**FILED**  
02 JAN -8 AM 10:26  
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TALLAHASSEE FLORIDA

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 5295 Town Center Road, Third Floor, Boca Raton, Florida 33486 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and address of the initial Directors of the corporation are as follows:

|                   |   |
|-------------------|---|
| Jeffrey L. Helms  | 3424 Hickory Grove Road<br>Gastonia, NC 28056                 |
| Patricia W. Helms | 3424 Hickory Grove Road<br>Gastonia, NC 28056                 |
| David Mahler      | 6628 N.W. 25 <sup>th</sup> Court<br>Boca Raton, Florida 33496 |

ARTICLE VII

OFFICERS

The names and address of each initial officer is as follows:

Jeffrey L. Helms, President                      3424 Hickory Grove Road  
Gastonia, NC 28056

Patricia W. Helms,  
Vice President                                      3424 Hickory Grove Road  
Gastonia, NC 28056

David Mahler,  
Secretary/Treasurer                              6628 N.W. 25<sup>th</sup> Court  
Boca Raton, Florida 33496

ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

Robert I. Claire                                      5295 Town Center Road  
Third Floor  
Boca Raton, FL 33486

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 2<sup>nd</sup> day of January, 2002.

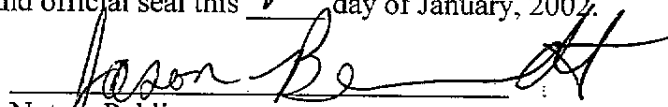
  
Robert I. Claire

STATE OF FLORIDA )


COUNTY OF PALM BEACH )

Before me, personally appeared Robert I. Claire, to me personally known, who did take an oath, and known to me to be the person described in and executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2<sup>nd</sup> day of January, 2002.

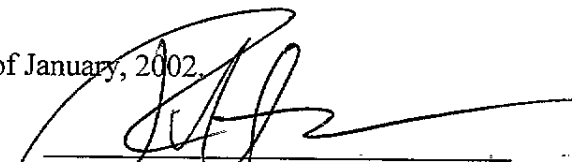
  
Notary Public  
State of Florida

My Commission expires:

 Jason Bennett  
MY COMMISSION # CC704043 EXPIRES  
March 15, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.  
**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of STARZ NATIONAL MODELS & TALENT MANAGEMENT, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 2<sup>nd</sup> day of January, 2002.

  
Robert I. Claire  
Registered Agent