

# P02000081508

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2002 JUL 29 AM 8:45

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**FLORIDA PROFIT CORPORATION OR P.A.**

**PLATINUM MODELS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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(5)

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

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE 1 - NAME**

The name of the Corporation is **PLATINUM MODELS, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 2020 NW 32<sup>nd</sup> Street, Pompano Beach, Fl 33064. The principal mailing address of this Corporation is as follows: 4001 south ocean drive, penthouse ten, Hollywood, Florida 33019.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Alex Calzadilla

4001 South Ocean Drive- Penthouse 10  
Hollywood, Florida 33019

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## **ARTICLE 5 – CORPORATE CAPITALIZATION**

- 5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock, each share having the par value of **ONE TENTH OF ONE CENT (\$0.001)**.
- 5.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 5.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 5.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 5.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 5.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 10 - OFFICER(S)/DIRECTOR(S) AND REGISTERED AGENT**

DIANA ANDERSEN, PRESIDENT  
2020 NW 32 STREET, POMPAÑO BEACH, FL 33064

ALEX CALZADILLA, VICE-PRES./TREA  
2020 NW 32 STREET, POMPAÑO BEACH, FL 33064

MEREDITH EDWARDS, SECRETARY  
2020 NW 32 STREET, POMPAÑO BEACH, FL 33064

### **REGISTERED AGENT:**

ALEX CALZADILLA  
4001 SOUTH OCEAN DR., PENTHOUSE TEN, HOLLYWOOD, FL 33019

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 12 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 13 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner

## **ARTICLE 6 SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder' Restrictive Agreement, if any, is on file at the principle office of the Corporation.

## **ARTICLE 7 – POWERS OF CORPORATION**

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitation or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 8 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 9 – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof. Ownership shall be divided in the folowing manner:

AARON BAKER.....	34% OF SHARES
DIANA ANDERSEN.....	33% OF SHARES
ALEX CALZADILLA.....	33% OF SHARES

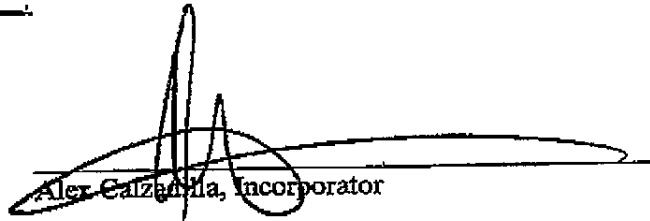
now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

#### **ARTICLE 14 – INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd Day of July.

  
Alex Calzadilla, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Alexander Calzadilla, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Platinum Models, Inc.

By   
Alex Calzadilla, Vice President

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