



A Full Service Fashion Show and Special Event Production Company
Lights • Sound • Staging • Special Effects • Model Bookings • Backstage Management
Publicity and Media Relations • Concept and Budget Development

Pod00000 88345
August 12, 2002
VIA OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

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-08/13/02--01065--002
*****70.00 *****70.00

Re: Articles of Incorporation of The Evening Show, Inc. (Florida domestic)

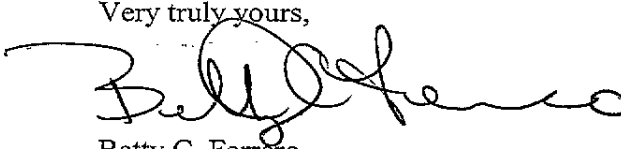
Dear Sir or Madam:

Enclosed is a duplicate set of Articles of Incorporation of The Evening Show, Inc., a Florida corporation.

Also enclosed is payment of \$70.00 to file the Articles of Incorporation. Please date stamp the duplicate original set of Articles of Incorporation and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


Betty C. Ferrero
Incorporator

Enclosures

SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 13 AM 10:24

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ARTICLES OF INCORPORATION
OF
THE EVENING SHOW, INC.

02 AUG 13 AM 10:24

SECRETARY OF STATE
DIVISION OF CORPORATIONS

I, the undersigned Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is The Evening Show, Inc. (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is ten thousand (10,000) shares having a par value of one dollar and 00/100 cents (\$1.00) per share.

ARTICLE IV. ADDRESS

The principal office of the Corporation shall be located at 331 S.W. 74th Terrace, Plantation, Florida 33317, and its Registered Agent is Betty C. Ferrero, 331 S.W. 74th Terrace, Plantation, Florida 33317.

ARTICLE V. DIRECTORS

The Corporation shall have at least three (3) directors, with the exact number of directors to be specified by the By-laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be three (3).

ARTICLE VI. EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation is Betty C. Ferrero, 331 S.W. 74th Terrace, Plantation, Florida 33317.

ARTICLE VIII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be set forth in the By-laws of the Corporation.

ARTICLE IX. INFORMAL ACTION OF DIRECTORS

If any of the directors severally or all of the directors collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. DIRECTORS

The names and addresses of the initial directors of the Corporation are:

Betty C. Ferrero, 331 S.W. 74th Terrace, Plantation, Florida 33317
Marsha Posner, 4089 West Gilgo Beach, West Gilgo Beach, NY 11702
Theissy Mahecha, 205 W. 54th Street, #1-D, New York, NY

ARTICLE XI. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XII. INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

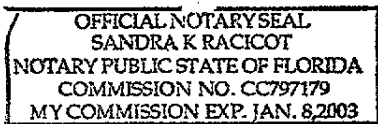

Betty C. Ferrero

STATE OF FLORIDA)
 ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared Betty C. Ferrero who is personally known to me to be the person described herein as the Incorporator and who executed the foregoing Articles of Incorporation and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 9th day of August, 2002.

My Commission Expires:



Sandra K. Racicot
Notary Public
State of Florida at Large

Sandra K. Racicot
Printed Name of Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON
WHOM SERVICE OF PROCESS MAY BE MADE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

THE EVENING SHOW, INC. elects to organize under the laws of the state of Florida with its principal office located at 331 S.W. 74th Terrace, Plantation, Florida 33317, and has named Betty C. Ferrero, 331 S.W. 74th Terrace, Plantation, Florida 33317 as its agent to accept service of process within the state of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for THE EVENING SHOW, INC., at the 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.

August 9, 2002

Betty C. Ferrero
Betty C. Ferrero
Registered Agent

02 AUG 13 AM 10:24
DIVISION OF CORPORATIONS
SECRET