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To:

Division of Corporations

Fax Number

: (650)205-0381

From:

Account Name

: B & M INTERNATIONAL GROUP, CORP.

Account Number : I20010000238

: (305)443-0600

Fax Number

: (305)443-0605

FLORIDA PROFIT CORPORATION OR P.A.

MODELATIN, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

MODELATIN, INC.

THE UNDERSIGNED incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is:

MODELATIN, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address is:

1221 BRICKELL AV. OFFICE 906 MIAMI, FL. 33131

ARTICLE III PURPOSE

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

- 1. Transact any and all lawful business
- 2. Said corporation shall further have powers:

B&M INT'L GROUP, CORP. 3081 Virginia St Miami, Fl 33133

305-4430600

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To have perpetual succession by its corporate name:

MODELATIN, INC.

ARTICLE IV SHARES

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$5.00

Unless otherwise stated in these articles, or in an amendment to these articles, these shall be only one (1) class of stock of this corporation.

ARTICLE V INITIAL OFFICER(S)

The name(s) and title(s):

JOAQUIN E. RINCON GALLARDO

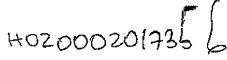
PRESIDENT

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is: ..

JOAQUIN E. RINCON GALLARDO 1221 BRICKELL AV. OFFICE 906 MIAMI, FL. 33131

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ARTICLE VII INCORPORATOR

The name and address of the incorporator is.

JOAQUIN E. RINCON GALLARDO 1221 BRICKELL AV. OFFICE 906 MIAMI, FL. 33131

The undersigned incorporator has executed these articles of incorporation this 11 day of SEPTEMBER, 2002

INCORPORATOR SIGNATURE

ARTICLE VIII SHAREHOLDERS

THE SHAREHOLDER(S) FOR THIS CORPORATION IS (ARE):

CLAUDIA GARCIA MONTOYA

50 %

JOAQUIN E. RINCON GALLARDO

50 %

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

The name and address of the registered agent and office is:

JOAQUIN E. RINCON GALLARDO 1221 BRICKELL AV. OFFICE 906 MIAMI, FL. 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

REGISTERED AGENT SIGNATURE

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