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SECRETARY OF STATE TALLAHASSEE, FLORIDA HERBCO AUDITING SERVICE INC

POBOX 16431 PLANTATION, FLORIDA 33318

PHONE 954-791-7041 CELL 954-770-7041

FAX 954-321-3541 E MAIL hssteinberg@sprintmail.com

January 14, 2003

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

Gentlemen:

Enclosed find 2 Articles of Incorporation for: "B & T MODELS & TALENT, INC.".

A check in the amount of \$70,00 is enclosed for costs.

Please send the completed forms to the address listed above at your earliest convenience.

Sincerely,

Haber & Statey Herbert B. Steinberg

03 JAN 17 AM 10: 29

ARTICLES OF INCORPORATION SECRETARY OF STATE FALLAHASSEE, FLORIDA "B&T MODELS & TALENT, INC"

ARTICLE ONE

The name of the corporation is: B & T Models & Talent, Inc

ARTICLE TWO

The address of the corporation is: 8320 W. Sunrise Blvd, Suite 202, Plantation, Florida 33322

ARTICLE THREE

The number of shares that this corporation is authorized to have outstanding at any one time is 500. All will be common at no par.

ARTICLE FOUR

The name and Florida address of the initial registered agent is:

Patricia Howe.

11650 Northwest 39 Place

Sunrise, Florida 33323

ARTICLE FIVE

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

Patricia Howe

11650 Northwest 39 Place

Sunrise, Florida 33323

iSugente, meorhorator

Date

ARTICLE SIX

The corporation shall be deemed to commence it's existence when filed.

ARTICLES OF INCORPORATION

"B & T MODELS & TALENT, INC"

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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.