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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

PROJECT 11, INC.

Certificate of Status	0
Certified Copy	1
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03-20-03

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ARTICLES OF INCORPORATION

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PROJECT 11, INC.

BY THESE ARTICLES OF INCORPORATION, the Incorporator forms a Corporation for profit under Florida law.

ARTICLE I - NAME

The name of this Corporation is PROJECT 11, INC.

ARTICLE II - TERM

This Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, and more specifically to engage in the business of operating a photography studio and internet modeling service.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE.
INITIAL REGISTERED OFFICE AND AGENT

The Corporation's principal office shall be 180 Cypress Club Drive, Apt 810, Pompano Beach, FL 33060 and the initial registered office shall be at the same address. The initial Registered Agent at such office shall be Leonard Rubino.

ARTICLE VI - OFFICERS & DIRECTORS

This corporation shall initially have the following officers. The name and street address of the initial officers is:

LEONARD RUBINO - President 180 Cypress Club Drive, Apt 810
Pompano Beach, Florida 33060

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ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator is:

Name

Leonard Rubino

180 Cypress Club Drive, Apt 810
Pompano Beach, Florida 33060

DATED on this 18 day of March, 2003.

Leonard Rubino
Incorporator

STATE OF FLORIDA

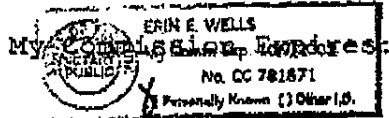
ss.

COUNTY OF BROWARD

The foregoing Articles of Incorporation of PROJECT 11 INC., were acknowledged before me this 18 day of March, 2003, by Leonard Rubino as Incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 18 day of March, 2003.

Erine E. Wells
Notary Public



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CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

DATED 3-18-03

Leonard Rubino
Leonard Rubino

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