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

**Barbizon School of Modeling of Orlando, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	03
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FROM

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**Articles of Incorporation  
of  
Barbizon School of Modeling of Orlando, Inc.**

**THE UNDERSIGNED**, acting as the sole Incorporator of Barbizon School of Modeling of Orlando, Inc. ("Corporation") under the Florida Business Corporation Act ("FBCA"), Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is: Barbizon School of Modeling of Orlando, Inc.

**ARTICLE II  
PRINCIPAL ADDRESS AND MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is 4950 W. Kennedy Boulevard, Suite 200, Tampa, Florida 33609.

**ARTICLE III  
BUSINESS AND ACTIVITIES**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 200 Laura Street North, Third Floor, Jacksonville, FL 32202 and the initial registered agent at such address is F & L Corp.

**ARTICLE V  
CAPITAL STOCK**

The total number of shares of capital stock that the Corporation shall have the authority to issue is ten thousand (10,000) shares of Common Stock having a par value of \$.01 per share ("Common Stock").

Vitauts M. Gulbis, Esquire  
Florida Bar #0731129  
Foley & Lardner  
100 N. Tampa Street, Suite 2700  
Tampa, Florida 33602  
Phone 813-229-2300

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**ARTICLE VI**  
**INCORPORATOR**

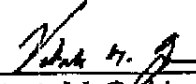
The name and address of the sole Incorporator of the Corporation is as follows:

**Vitauts, M. Gulbis, Esquire**  
**Foley & Lardner**  
**100 N. Tampa Street, Suite 2700**  
**Tampa, Florida 33602**

**ARTICLE VII**  
**INDEMNIFICATION**

The Corporation shall indemnify to the full extent permitted or required by the FBCA, any person who was or is a party, or threatened to be made, a party to any proceeding (including by or in the right of the Corporation) by reason of the fact that he is or was an Officer or Director of the Corporation or serves or served any other enterprise at the request of the Corporation. Without limiting the foregoing in any way, the Corporation shall indemnify any Officer or Director who was or is a party to any proceeding (including by or in the right of the Corporation) against liability incurred in connection with such proceeding, including any appeal thereof, if such Officer or Director acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful.

**IN WITNESS WHEREOF**, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 30<sup>th</sup> day of July, 2003.

  
\_\_\_\_\_  
Vitauts M. Gulbis, Esquire  
Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article IV of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Barbizon School of Modeling of Orlando, Inc.

**DATED:** Effective this 30<sup>th</sup> day of July, 2003.

**F & L Corp.**



Martin A. Traber, Esquire  
Title: Vice President

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