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HERZFELD & RUBIN

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* ALSO ADMITTED IN NEW YORK

January 10, 1995

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GULF ATLANTIC CENTER
1901 WEST CYPRESS CREEK RD., SUITE 415
FT. LAUDERDALE, FLORIDA 33309
(305) 772-3599

BOCA RATON OFFICE
BOCA BANK CORPORATE CENTRE
7000 WEST PALMETTO PARK ROAD, SUITE 400
BOCA RATON, FLORIDA 33433
(407) 364-2180

TAMPA OFFICE
BARR, MURMAN, TONELLI, HERZFELD & RUBIN
201 EAST KENNEDY BLVD., SUITE 901
TAMPA, FLORIDA 33602
(813) 223-3951

OF COUNSEL

WARREN J. KOZLOW
MARVIN I. WIENER, P.A.
MARIO A.E. WILLIAMS

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: Fame Models Management, Inc.

To Whom It May Concern:

Enclosed is the original and one copy of the Articles of Incorporation for Fame Models Management, Inc. and our check in the sum of \$122.50 representing \$35.00 filing fee, \$35.00 registered agent fee and \$52.50 to cover the cost of a certified copy of this document. Please return the certified copy to our office at your earliest convenience. Thank you for your courtesy and cooperation.

Sincerely,

Luis Rene Figueroedo

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

January 13, 1995

LUIS RENE FIGUREDO, ESQ.
801 BRICKELL AVE.
SUITE 1501
MIAMI, FL 33131

SUBJECT: FAME MODELS MANAGEMENT, INC.
Ref. Number: W95000001011

We have received your document for FAME MODELS MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 795A00001647

ARTICLES OF INCORPORATION
OF
FAME MODELS MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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INC

ARTICLE I - NAME

The name of the corporation is FAME MODELS MANAGEMENT, (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The Corporation's principal office and mailing address is:

2977 McFarlane Road, Suite 304
Coconut Grove, Florida 33133

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1000 shares of Common Stock, par value \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and street address of the initial registered office of this Corporation are:

LUIS FIGUEREDO, c/o Herzfeld & Rubin
801 Brickell Avenue, Suite 1501
Miami, Florida 33131

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have 2 directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than two. The name and address of the initial directors of this Corporation are:

ESTEBAN J. DE LAS TRAVIESAS
10261 S.W. Flagler Terrace
Miami, Florida 33174

BETTY DIAZ
9701 Fountainbleau Blvd.
Apartment 213
Miami, Florida 33172

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

ESTEBAN J. DE LAS TRAVIESAS
10261 S.W. Flagler Terrace
Miami, Florida 33174

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of January, 1995.

Esteban De Las Traviesas
ESTEBAN J. DE LAS TRAVIESAS
Incorporator

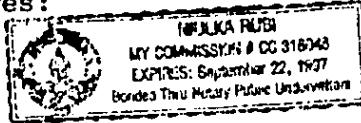
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Esteban De Las Traviesas, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of January, 1995.

Charles J. Rubi
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

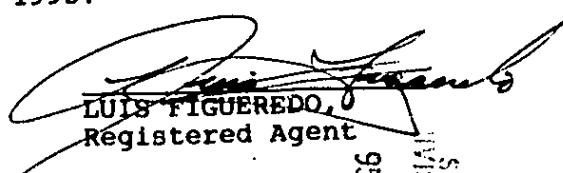
W I T N E S S E T H:

That FAME MODELS MANAGEMENT, INC., ORGANIZED under the laws of the State of Florida, has named LUIS FIGUEREDO, located at 801 Brickell Avenue, Suite 1501, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

DATED this 10/14 day of January, 1995.


LUIS FIGUEREDO,
Registered Agent

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DIVISION OF CORPORATIONS
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