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OF COUNSEL

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

January 10, 1995

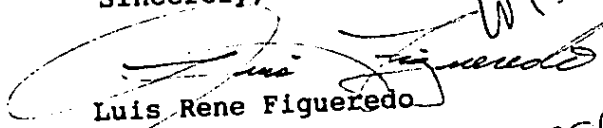
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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 Figueredo

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 13, 1995

**LUIS RENE FIGURED, 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.

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DIVISION OF CORPORATIONS  
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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 FIGUERO, 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 VII - 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 J. DE LAS TRAVIESAS  
Incorporator

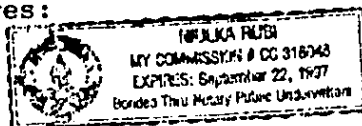
STATE OF FLORIDA     )  
                              )SS:  
COUNTY OF DADE     )

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 10<sup>th</sup>  
day of January, 1995.

  
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<sup>th</sup> day of January, 1995.

  
LUIS FIGUEREDO,  
Registered Agent

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DIVISION OF CORPORATIONS  
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