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INDEPENDENT PARALEGAL SERVICES

SERVING DADE, BROWARD AND PALM BEACH COUNTIES

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 20 AM 9:05

February 16, 1995

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-02/20/95--01102--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: MODEL & TALENT INTERNATIONAL, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, as referred above, together with a check for \$70.00.

This represents the cost of the Filing Fees, Articles of Incorporation and fee for registered Agent Designation.

Please stamp the extra copy and return at your earliest convenience to our mailing address.

Sincerely,



SALVATORE DAVIDE

Enclosure

KSN 2-21

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 FEB 20 AM 9:05

ARTICLES OF INCORPORATION  
of  
MODEL & TALENT INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation : MODEL & TALENT INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED (500) shares of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

KAREN BUSSELL  
12100 IVAN TORS BLVD.  
NORTH MIAMI, FLORIDA 33161

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation are as follows:

KAREN BUSSELL  
12100 IVAN TORS BLVD  
NORTH MIAMI, FLORIDA 33161

ARTICLE VII - OFFICERS

The following individual shall hold office for the Corporation as designated below:

KAREN BUSSELL-----President

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:

KAREN BUSSELL  
12100 IVAN TORS BLVD  
NORTH MIAMI, FLORIDA 33161

ARTICLE XI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is as follows:

12100 IVAN TORS BLVD  
NORTH MIAMI, FLORIDA 33161

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation this 8TH day of FEBRUARY, 1995.

Karen Buswell  
KAREN BUSSELL

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, a Notary Public authorized to take acknowledgements in  
the State and County set forth above, personally appeared:

KAREN BUSSELL

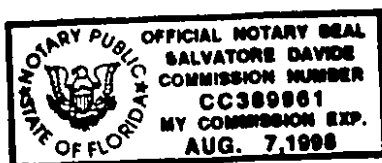
known to me and has provided the following identification:

Florida Drivers Lic - NO: B-240-517-44-928-0  
(type of identification)

and known to me to be the person who executed the foregoing Articles of  
Incorporation, and who acknowledged before me that she executed these  
Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the  
State and County aforesaid, this 8TH day of FEBRUARY, 1995.

My Commission expires:



Salvatore G. Davide  
(Notary Public)  
**SALVATORE G. DAVIDE**  
(Printed Name of Notary)

CERTIFICATE OF REGISTERED AGENT

of

MODEL & TALENT INTERNATIONAL, INC.

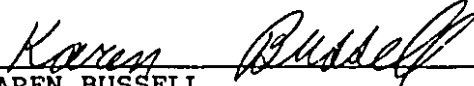
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

12100 IVAN TORS BLVD  
NORTH MIAMI, FLORIDA 33161

has named KAREN BUSSELL located at the aforesaid address, as Registered Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
KAREN BUSSELL  
(registered agent)

The name and address of the Initial Registered Agent of this Corporation is:

KAREN BUSSELL  
12100 IVAN TORS BLVD  
NORTH MIAMI, FLORIDA 33161

Date: FEBRUARY 8, 1995