

P95000037/90

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32399

500001480185  
-05/09/95--01026--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: COUNT US IN MODELS, INC  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation  
and our check for \$70.00.

\*\*Please provide a copy  
to the address below.

FROM: Bottom Line Accounting & Tax Services, Inc.  
7111 S.W. 63 Court  
Miami, Florida 33143  
(305) 663-9086

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 MAY - 8 PM 6:07

FILED

**ARTICLES OF INCORPORATION**  
**OF**

**COUNT US IN MODELS, INC.**

**WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves in the formation of a corporation under the laws of the State of Florida, pursuant to the provisions of Chapter 608, Florida Statutes.**

**ARTICLE I - CORPORATE NAME**

**The name of this corporation shall be:**

**COUNT US IN MODELS, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

**The principal place of business and mailing address of this corporation shall be:**

**7111 S.W. 63RD COURT  
Miami, Fl. 33143**

**ARTICLE III - CAPITAL STOCK**

**The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred (100) shares of stock at any one time. The shares of stock authorized shall have a par value of One Dollar (\$1.00) per share.**

**ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS**

**The name and address of the initial registered agent is: Amber Hopkins, 7111 S.W. 63rd Court, Miami, Florida 33143.**

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#### ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) initial director. The number of directors or officers may be increased or decreased from time to time as provided by the Corporation's By-Laws, but shall never be less than One (1). The name and mailing address of the initial Director(s) of this Corporation are:

Amber Hopkins,  
President, Director  
7111 S.W. 63rd Court  
Miami, Fl. 33143

Rene' Wertholmer  
Vice President, Treasurer  
7111 S.W. 63rd Court  
Miami, Fl. 33143

#### ARTICLE VI - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are)

Amber Hopkins  
7111 S.W. 63 Court  
Miami, Fl. 33143

Rene' Wertheimer  
7111 S.W. 63rd Court  
Miami, Florida 33143

The incorporator shall hold the title and have the duties of: Chairman/President/Secretary, until such time other person(s) are duly elected by the Board of Directors. The number and par value of shares the subscribers agrees to take, is (100%) 100 shares of capital stock at \$1.00 par value.

<u>STOCK HOLDER</u>	<u>NUMBER OF SHARES</u>	<u>PERCENTAGE</u>
Amber Hopkins	75 - Seventy Five	Seventy Five percent
Rene' Wertheimer	25 - Twenty Five	Twenty Five percent

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### ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stockholders or directors entitled to vote thereon.

### ARTICLE VII - EXECUTION

IN WITNESS WHEREOF, the undersigned being the Incorporator and Subscriber to the capital stock, for the purpose of forming a "For Profit" Corporation, does hereby subscribe, acknowledge and file this document hereby declaring the facts herein stated are true and the subscriber respectfully agrees to take the number of shares of capital stock set forth herein, is hereby executing these Articles of Incorporation of Count Us In Models, Inc.  
this 2nd day of May, 1995.

Amber Hopkins  
Amber Hopkins, President,  
Director

Rene Wertheimer  
Rene Wertheimer  
Vice President, Treasurer

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 807.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is COUNT US IN MODELS, INC. The following person, Amber Hopkins is hereby named as Registered Agent for this Corporation to be its agent and to accept service of process within the State of Florida at;

7111 S.W. 63rd Court  
Miami, Florida 33143

Having been named as Registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations for my position as registered agent.

SIGNATURE

DATE

*Amber Hopkins*  
5/1/95

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