

P95000041198

LAW OFFICES
LOUIS LEIBOVIT
150 ROYAL PALM WAY
PALM BEACH, FLORIDA 33400

TELEPHONE 355 0511
AREA CODE (407)

May 17, 1995

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

Re: Incorporation of Modellista De Europa, S.A.

Gentlemen:

In connection with the captioned you will please find enclosed herewith the following:

1. Original and copy of Articles of Incorporation for Modellista De Europa, S.A.
2. Certificate designating place of business or domicile for service of process within this State and naming agent upon whom process may be served, same having been duly acknowledged and accepted by the Resident Agent.
3. Check to the order of Department of State in the amount of \$122.50 covering the following:

(a) Filing fee for Articles of Incorporation	\$ 35.00
(b) Designation of Resident Agent	35.00
(c) Certified copy of Articles of Incorporation	<u>52.50</u>
Total	<u>\$122.50</u>

NOTE

IMPORTANT SPECIAL MEMORANDUM. When the Articles of Incorporation have been filed and a charter number assigned to the corporation it is quite important that you telephone me collect and advise of the date of incorporation and filing and the corporate charter number. Please comply with this request as we must know as soon as possible when incorporation has been effectuated.

FASHION OF Europa.
(CORP.)
995-26601
Maryjane

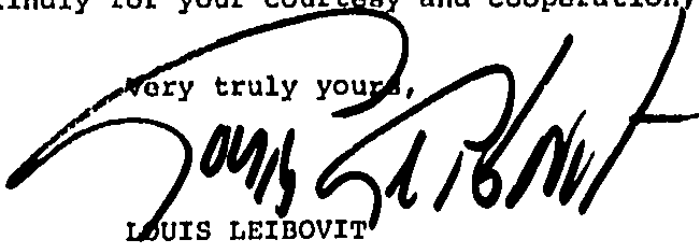
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Secretary of State
Division of Corporations
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Thereafter please be so kind as to furnish this office
with a certified copy of the Articles of Incorporation.

Thanking you kindly for your courtesy and cooperation,
I am,

Very truly yours,

A large, stylized handwritten signature in black ink, appearing to read 'Louis Leibovitz', is written over the typed name below.

LOUIS LEIBOVITZ

LL:mb
enclosures

cc: Mr. & Mrs. Jerome A. Finkelstein

ARTICLES OF INCORPORATION

OF

MODELLISTA DE EUROPA (CORP.)

ARTICLE I - NAME

The name of this corporation is MODELLISTA DE EUROPA (CORP.)

ARTICLE II - PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the corporation is c/o Louis Leibovit, Esquire, 350 Royal Palm Way, Palm Beach, Florida 33480, and the mailing address of the corporation is the same as the principal office address of the corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of Common Stock without par value, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Louis Leibovit, Esquire, 350 Royal Palm Way, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Louis Leibovit, Esquire. Written acceptance of the appointment of Louis Leibovit as Registered Agent is attached hereto and by reference made a part hereof.

ARTICLE VI - INCORPORATORS

The names and addresses of the persons (or incorporators) signing these Articles are:

Jerome A. Finkelstein
431 East Palisade Avenue
Englewood, New Jersey 07631

Ethel M. Finkelstein
431 East Palisade Avenue
Englewood, New Jersey 07631

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Jerome A. Finkelstein
431 East Palisade Avenue
Englewood, New Jersey 07631

Ethel M. Finkelstein
431 East Palisade Avenue
Englewood, New Jersey 07631


ARTICLE VIII - OFFICERS

The officers of the corporation shall be as follows:

Jerome A. Finkelstein 431 East Palisade Avenue Englewood, New Jersey 07631	President and Treasurer
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Ethel M. Finkelstein 431 East Palisade Avenue Englewood, New Jersey 07631	Vice-President and Secretary
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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 17th day of May, 1995.



Jerome A. Finkelstein



Ethel M. Finkelstein

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me
this 17th day of May, 1995, by JEROME A. FINKELSTEIN and
ETHEL M. FINKELSTEIN who are personally known to me or who
have produced _____
as identification.

Marjorie E. Butcher
Marjorie E. Butcher, Notary Public



MARJORIE E. BUTCHER
MY COMMISSION # CC310403 EXPIRES
September 21, 1997
BONDED THRU TROY FAN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Section 607.0501(3), Florida
Statutes, the following is submitted, in compliance with
said Act:

First - that MODELLISTA DE EUROPA (CORP.)
to organize under the laws of the State of Florida, with its
principal office, as indicated in the Articles of Incorpora-
tion in the Town of Palm Beach, County of Palm Beach, State
of Florida, has named Louis Leibovit, Esquire, located at 350
Royal Palm Way, Town of Palm Beach, County of Palm Beach,
State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT)

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


Louis Leibovit, Resident Agent

FILED
JAN 11 1961
PALM BEACH
COUNTY
CLERK