



From The Office Of
GENERAL COUNSEL

P95000059729

July 28, 1995

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

800001551149
-08/01/95--01104--005
*****70.00 *****70.00

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for Vicon International Modeling and Talent Agency Inc., along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

I would appreciate it if this could be expedited.

Thank you,

Stephen M. Goodman

Stephen M. Goodman, Esq.

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ARTICLES OF INCORPORATION

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1. The Name of the corporation is:
Vicon International Modeling and Talent Agency, Inc.
2. The principal place of business and mailing address of the corporation is:
2424 N. Federal Hwy, Suite 250, Boca Raton, FL 33431.
3. The corporation shall have the authority to issue 1000 shares of common stock, in one class only, each with a par value of \$0.001.
4. The registered agent of the corporation is Stephen M. Goodman and the registered address is 2424 N. Federal Hwy, Suite 250, Boca Raton, FL 33431.
5. The initial Board of Directors shall have 4 member(s) whose name(s) and address(es) is/are as follows President: **Vincent Colangelo**, Vice President: **Stephen Colangelo**, Secretary: **Jay Mancuso**, Treasurer: **Lynn Tallman**.

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.
6. The incorporator of this corporation is Stephen M. Goodman whose address is 2424 N. Federal Hwy, Suite 250, Boca Raton, FL 33431.

Dated: 7/28/95

Stephen M. Goodman, Esq.
Incorporator

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 the 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 am familiar with and accept the obligations of my position as registered agent.

Dated: 7/28/95

Stephen M. Goodman, Esq.
Registered Agent



From the Office of
Stephen M. Goodman
General Counsel



July 15, 1996

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

Re: Name changes for Vicon International Modeling & Talent Agency Inc,
and International Money Making Machine, Inc

Dear Sir:

Enclosed please find corrected Articles of Amendment to Articles of Incorporation for the following corporations:

Vicon International Modeling & Talent Agency, Inc
International Money Making Machine, Inc.

Please stamp the duplicate copies with the filing date and return in the self addressed and stamped envelopes that you already have. Thank you.

Sincerely,

Stephen M. Goodman, Esq

enc

SMG/es



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1996

STEPHEN M. GOODMAN, ESQ.
900 NORTH FEDERAL HIGHWAY
SUITE 460
BOCA RATON, FL 33432

SUBJECT: VICON INTERNATIONAL MODELING AND TALENT AGENCY, INC.
Ref. Number: P95000059729

We have received your document for VICON INTERNATIONAL MODELING AND TALENT AGENCY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the 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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 396A00033267

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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SECRET
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Vicon International Modeling & Talent Agency, Inc.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article 1 Name: Vicon International Charters, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 7-15-96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 15 of July, 19 96.

Signature Vincent Colan VINCENT COLAN
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Stephen M. Goodman

Typed or printed name

Incorporator

Title