

P45000070437  
TRANSMITTAL LETTER

TO: DIVISION OF CORPORATIONS

SUBJECT: MODELS BY DESIGN, INC.

DEAR SIR/MADAM:

THE ENCLOSED APPLICATION FOR CORPORATE STATUS, CERTIFICATE OF DESIGNATION AND CHECK IN THE AMOUNT OF \$122.50 ARE SUBMITTED TO REGISTER THE ABOVE REFERENCED AS A CORPORATION IN THE STATE OF FLORIDA.

PLEASE RETURN ALL CORRESPONDENCE CONCERNING THIS MATTER TO THE FOLLOWING:

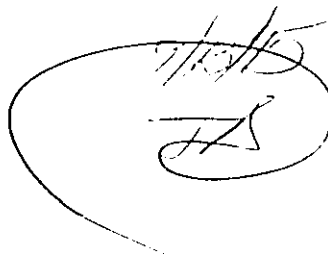
LORRAINE ALWAISE  
A.D.G., INC.  
1220 U S HIGHWAY ONE  
SUITE F  
NORTH PALM BEACH, FL.33408

SHOULD YOU NEED TO CALL SOMEONE CONCERNING THIS MATTER, PLEASE CALL:

LORRAINE ALWAISE AT 407-691-0020

THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

000001581740  
-09/11/95--01077--001  
\*\*\*\*122.50 \*\*\*\*122.50



CERTIFICATE OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following ARTICLES OF INCORPORATION

ARTICLE I NAME

MODELS BY DESIGN, INC.

ARTICLE II PRINCIPAL OFFICE

1220 U.S. HIGHWAY ONE  
SUITE F  
NORTH PALM BEACH, FLORIDA 33408

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION  
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

200 SHARES

ARTICLE IV REGISTERED AGENT (INITIAL) AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS :

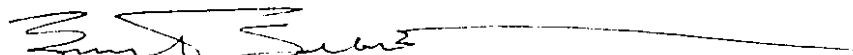
LORRAINE ALWAISE  
4300 U S HIGHWAY ONE  
SUITE 203/303  
JUPITER FLORIDA 33477

ARTICLE V INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF  
INCORPORATION IS :

EVAN T. SILBERSTEIN  
396 H GOLFVIEW ROAD  
NORTH PALM BEACH, FL 33408

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF  
INCORPORATION THIS FIFTH DAY OF SEPTEMBER, 1995.

  
EVAN T. SILBERSTEIN

ARTICLES OF INCORPORATION

SECRET  
STATE  
TALLAHASSEE, FLORIDA  
SEP 11 1995

CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE

55 SEP 11 11:11 AM '64  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATIONM, 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.

1. THE NAME OF THE CORPORATION IS:

M O D E L S   B Y   D E S I G N ,   I N C .

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

LORRAINE ALWAISE  
4300 U.S. HIGHWAY ONE  
SUITE 203/303  
JUPITER, FLORIDA 33477  
407-746-7909

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
LORRAINE ALWAISE

DIVISION OF CORPORATIONS/P.O.BOX 6327 TALLAHASSEE,FLORIDA

P95 0000704 37



a Vare

\*\*\*\*\*70.00 \*\*\*\*\*70.00

design group

July 30, 1996

Florida  
Dept. of State  
Corporation Division

511 1/2

RECEIVED

511 1/2

FILED

Enclosed please find all necessary  
documents for merger of A.D. B. Inc. into  
Molokai Design Group, Inc. with fee.

Also, the annual report with  
fee for continuing corporation.

Please advise immediately (once  
I hear if necessary) if anything else is  
needed.

Thank you.

James A. Alvord  
Secy. / Pres.

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95 AUG -1 AM 12-28  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 8, 1996

Loraino Alwaiso  
a'Vare Design Group  
1220 US Hwy. One, Suite F  
North Palm Beach, FL 33408

SUBJECT: MODELS BY DESIGN, INC.  
Ref. Number: P95000070437

We have received your document for MODELS BY DESIGN, INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

The Certificate of Merger should be entitled Articles of Merger, pursuant to section 607.1105, Florida Statutes. Please correct the document. All references to d/b/a names should be removed from the articles of merger and the plan of merger. Please correct the document so that only the corporate names are listed.

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 396A00037766

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

A.D.G. INC., a Florida corporation, P95000030213

INTO

**MODELS BY DESIGN, INC.**, a Florida corporation, P95000070437.

File date: August 23, 1996

Corporate Specialist: Steven Harris

ARTICLES OF MERGER  
OF  
MODELS BY DESIGN, INC.  
AND  
ADG, INC.  
INTO  
MODELS BY DESIGN, INC.

UNDER SECTION 607.1105 OF THE BUSINESS CORPORATION LAW

The undersigned, Lorraine Alwaise, being the President and acting Secretary, of Models By Design, Inc. and Lorraine Alwaise, being the President and acting Secretary, of ADG, Inc. corporations being domestic corporations organized and existing under and by virtue of the laws of the State of Florida, and Plan and Agreement of Merger having been adopted by the Board of Directors of each of said constituent corporations, do hereby certify:

- (1) The name of each constituent corporations is as follows:  
Models By Design, Inc. and ADG, Inc.
- (2) The name of the surviving corporation is Models By Design, Inc.
- (3) The designation, number and voting rights of the outstanding shares of each class of Models By Design, Inc. are as follows:

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607.1105  
FALL 1960, 1961

<u>CLASS</u>	<u>NUMBER</u>
Common	200

The designation, number, and voting rights of the outstanding shares of each class of ADG, Inc. are as follows:

<u>CLASS</u>	<u>NUMBER</u>
Common	200

- (4) No amendments or changes are to be made to the Certificates of Incorporation of Models By Design, Inc.
- (5) The merger of Models By Design, Inc. and ADG, Inc. shall be effective as of November 1, 1995.
- (6) The date when the Certificate of Incorporation of Models By Design, Inc., was filed by the Department of State is the 11th day of September 1995. The date when the Certification of Incorporation of ADG, Inc. was filed by the Department of State is the 12th day of April 1995.
- (7) The merger of Models By Design, Inc. and ADG, Inc. was authorized in respect to Models By Design, Inc., a constituent corporation, by written consent of the Board of Directors and shareholder of Models By Design, Inc.

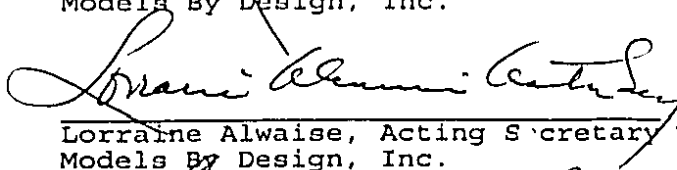


The merger of Models By Design, Inc. and ADG, Inc. was authorized in respect to ADG, Inc., a constituent corporation, by unanimous written consent of the Board of Directors and shareholders of ADG, Inc.

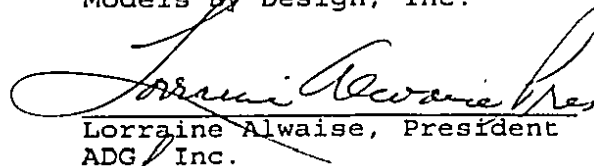
IN WITNESS WHEREOF, the undersigned have executed and signed this certificate this 1st day of November 1995.



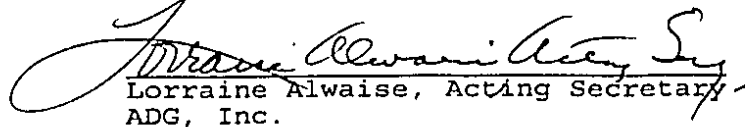
Lorraine Alwaise, President  
Models By Design, Inc.



Lorraine Alwaise, Acting Secretary  
Models By Design, Inc.



Lorraine Alwaise, President  
ADG, Inc.



Lorraine Alwaise, Acting Secretary  
ADG, Inc.

MINUTES OF A SPECIAL JOINT MEETING  
OF  
OFFICERS, SHAREHOLDER AND DIRECTOR  
OF  
ADG, INC.

A special joint meeting of the officers, shareholder and directors of ADG, Inc. was held on September 25, 1995 at 10:00 a.m. at the offices of the corporation.

The following were present:

Lorraine Alwaise, President of the corporation who acted as Chairman and Secretary of the meeting.

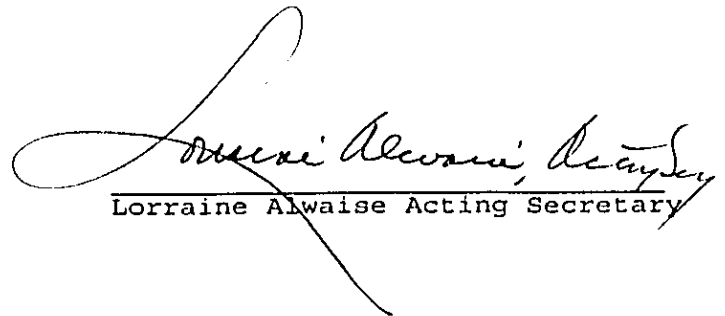
Also present were Lorraine Alwaise, director of the corporation as well as Matthew Pirz and Evan Silberstein, being the shareholders of the corporation.

The chairman announced that a merger had been proposed between the corporation and Models by Design, Inc. The chairman explained that upon advice from the accountant employed by the corporation, it was believed that this merger would be advantageous to the tax position of the corporation. Further, it was mentioned that ADG, Inc. was a corporation which was owned by Matthew Pirz and Evan Silberstein, and that there were no other shareholders. Upon motion duly made and seconded, it was unanimously agreed that ADG, Inc. would merge into Models By Design, Inc. on November 1, 1995.

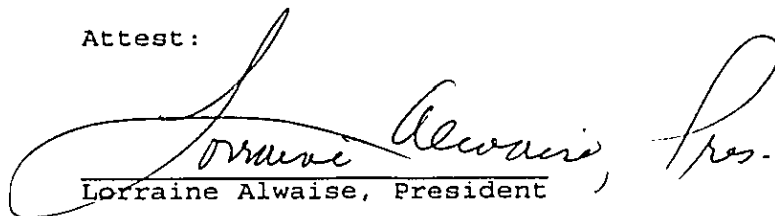
The merger is to be effective immediately. The name of the surviving corporation would be Models By Design, Inc.

Thereafter, the chairman proposed that the shareholders and director ratify all action taken by the officers since the last meeting of the corporation, which occurred without benefit of meeting. Upon motion duly made and seconded, the chairman's proposal was unanimously approved by the shareholder and director.

There being no further business before the meeting, the meeting was adjourned.

  
Lorraine Alwaise Acting Secretary

Attest:

  
Lorraine Alwaise, President

MINUTES OF A SPECIAL JOINT MEETING  
OF  
OFFICERS, SHAREHOLDER AND DIRECTOR  
OF  
MODELS BY DESIGN, INC.

A special joint meeting of the officers, shareholder and director of Models By Design, Inc. was held on September 25, 1995, at 9:00 a.m. at the offices of the corporation.

The following were present:

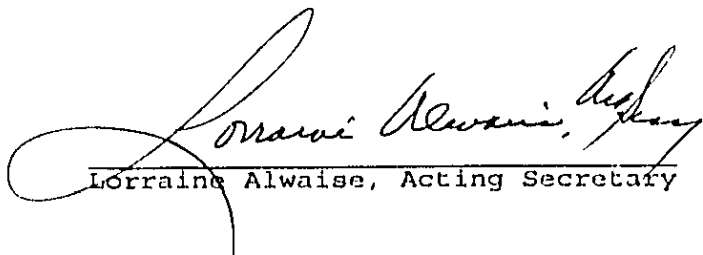
Lorraine Alwaise, President of the corporation who acted as Chairman and Secretary of the meeting.

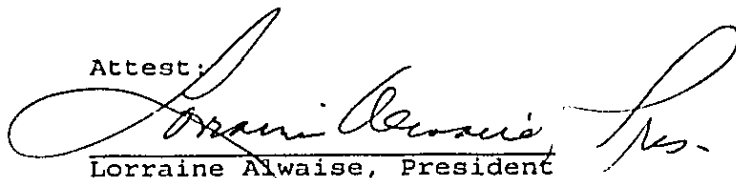
Also, present were Lorraine Alwaise director of the corporation and Matthew Pirz and Evan Silberstein being shareholders of the corporation.

The chairman announced that, upon advice of the accountant employed by the corporation, it was proposed that the corporation merge into ADG, Inc. The chairman noted that the shareholders of the corporation were also shareholders of Models By Design, Inc. and they they owned one hundred (100%) thereof. Thereafter, upon motion duly made and seconded, it was agreed that the corporation was merged into ADG, Inc. The name of the surviving corporation would be Models By Design, Inc. The merger would take effect on November 1, 1995.

Thereafter, the chairman then proposed that the meeting ratify all acts of the officers taken since the last meeting, without benefit of meeting. Accordingly, upon motion duly made and seconded, the chairman suggestion was unanimously approved.

There being no further business, the meeting was adjourned.

  
Lorraine Alwaise, Acting Secretary

Attest:   
Lorraine Alwaise, President

PLAN AND AGREEMENT OF MERGER  
BETWEEN  
ADG, INC.  
AND  
MODELS BY DESIGN, INC.

AGREEMENT dated the 1st day of November 1995, between ADG, Inc., A Florida Corporation hereinafter called Arrivare and Models by Design, Inc., a Florida corporation, hereinafter called a'Vare.

Whereas the respective Board of Directors of Arrivare and a'Vare have determined that it is advisable and in the best interest of such corporations and their respective shareholders that a'Vare be merged with Arrivare with a'Vare to be the surviving corporation in the merger.

Now, therefore, it is agreed as follows:

1. Approval of merger. Arrivare and a'Vare will cause their respective Boards of Directors to approve the Plan and Agreement Merger between Arrivare and a'Vare by unanimous written consent of all directors of each corporation, pursuant to Section 607.1101 of the Florida Business Corporation Law. Upon unanimous written consent of the Boards of Directors of each corporation, the Plan and Agreement of Merger shall be submitted to the shareholders of Arrivare and a'Vare for their approval by written consent of all Directors of each corporation, pursuant to Section 607.1102 of the Florida Business Corporation Law. Upon written consent of the Boards of Directors of each corporation, the Plan and Agreement of Merger shall be submitted to the shareholders of Arrivare and a'Vare for their approval by unanimous written consent pursuant to Section 607.1103 of the Florida Business Corporation Law.

Upon approval by the Board of Directors and shareholders of each corporation and in accordance with the laws of the State of Florida, a Certificate of Merger shall be executed and filed in the Department of State of the State of Florida prior to the filing of December 31, 1995 Federal Tax Return. The Certificate of Merger so filed shall be substantially in the form of Exhibit "A" hereto, with such changes therein as the Board of Directors of Arrivare and a'Vare shall approve. November 1, 1995, is herein called the "effective date of the merger".

2. Name. The corporation name of a'Vare the surviving corporation, and it's identity, existence, purposes, power, objects, franchises, rights and immunities shall be unaffected and unimpaired by the merger. On the effective date of the merger, the separate existence and corporate organization of Arrivare except insofar as it may be continued by statute, shall cease.

3. Certificate of Incorporation and bylaws of surviving corporation. The Certificate of Incorporation of a'Vare as originally filed and recorded on the 11th day of September 1995, and as thereafter from time to time amended, shall, on the effective date of the merger, be the Certificate of Incorporation of the surviving corporation until further altered, amended, or repealed as provided by law.

The bylaws of a'Vare in effect on the effective date of merger shall be the bylaws of the surviving corporation until amended, rescinded, or repealed as provided therein or by law.

4. Directors and Officers of surviving corporation. The directors of a'Vare on the effective date of the merger shall continue to be directors of the surviving corporation of the class and for the terms for which they were elected, and until their successors are elected and qualified as provided by law and the bylaws of the surviving corporation.

The officers of a'Vare on the effective date of the merger shall continue to be the officers of the surviving corporation, and shall hold the office until their respective successors are chosen and qualified, as provided by law and the bylaws of the surviving corporation.

5. Treatment of shares of constituent corporations. The terms and conditions of the merger, the mode of carrying the same into effect, and the manner of converting the shares of Arrivare into shares of a'Vare are as follows:

a. a'Vare's Common Stock. None of the shares of Common Stock of a'Vare issued at the effective date of the merger shall be converted as a result of the merger, but all of such shares shall remain issued shares of Common Stock of the surviving corporation.

b. Arrivare's Common Stock. At the effective date of the merger, each share of Common Stock of Arrivare issued and outstanding shall be converted into and become one (1) share of the surviving corporation.

c. Surrender of Arrivare Certificates. As soon as practicable after the merger becomes effective, the stock certificates representing Common Stock of Arrivare issued and outstanding on the effective date of the merger shall be surrendered for exchange to the surviving corporation as provided above.



6. Distribution of new shares. When the merger becomes effective, Arrivare authorizes a'Vare to take or cause to be taken such steps as a'Vare may deem necessary or advisable in order to effect the distribution, on the basis and terms specified herein of the a'Vare share certificates which holders of Arrivare shares shall be entitled to receive under the terms of the merger.

7. Surviving corporation. On the effective date of the merger, all of the estate, property, rights, privileges, powers, franchises, and interests of each of the constituent corporations and all of their property, real, personal, and mixed, and all the debts due on whatever account of either of them, shall be vested in a'Vare as the surviving corporation, without further act or deed; and all claims, demands, property, and every other interests shall be as effectually the property of a'Vare as the surviving corporation as they were of the constituent corporations, and the title to all real estate vested in either of the constituent corporations shall not be deemed to revert or to be in any way impaired by reason of the merger but shall be vested in a'Vare as the surviving corporation.

8. Further documents. To the extent permitted by law, from time to time, as and when requested by a'Vare or by its successors or assigns, Arrivare shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take, or cause to be taken, such further or other action as a'Vare may deem necessary or desirable, in order to vest in and confirm a'Vare title to, and possession of, any property of Arrivare acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof;

and the proper officers and directors of Arrivare and the proper officers and directors of a'Vare are fully authorized, in the name of Arrivare or otherwise, to take any and all such action.

IN WITNESS WHEREOF, a'Vare and Arrivare have caused this agreement to be executed by their duly authorized officers.

MODELS BY DESIGN, INC.

By:

Lorraine Alwaise, President

Lorraine Alwaise, Secretary

ADG, INC.

By:

Lorraine Alwaise, President

By: Lorraine Alwaise, Acting Secretary