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September 30, 1998

Via Federal Express

Florida Secretary of State
Division of Corporations--Amendment Dept.
409 East Gaines Street
Tallahassee, FL 32399

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-10/01/98--01046--006
*****87.50 *****43.75

Re: Models By Design, Inc.

Ladies and Gentlemen:

Enclosed is the original Articles of Amendment to the Articles of Incorporation for Models By Design, Inc. Please return to us a certified copy of the Articles of Amendment. Our check in the amount of \$87.50 to cover the filing fee and certification charges is also enclosed.

Thank you for your assistance.

Sincerely,

Maryann S. Peterson

Maryann S. Peterson
Secretary to Andrew Helgesen

FILED
98 OCT -1 PM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

Amend

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VS OCT 7 1998

MODELS BY DESIGN, INC.
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

FILED
98 OCT -1 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the recommendation of the board of directors, Article III of the Articles of Incorporation of **Models by Design, Inc.**, was amended by the corporation's shareholders on the 28 day of September, 1998. The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to §607.1003 and §607.1006, Florida Statutes.

1. The name of the corporation is **Models by Design, Inc.**
2. Article III of the Articles of Incorporation was amended as follows:

The corporation is authorized to issue 10,000 shares of common stock. The shares shall be divided into two classes, Class A and Class B. There shall be 5,000 shares of Class A stock at \$1.00 per share par value; and 5,000 shares of Class B stock at \$1.00 per share par value. Class A stock shall be voting common stock. Class B stock shall be non-voting common stock. Holders of Class A common stock shall be entitled to one (1) vote for each share on all matters with respect to which shareholders have the right to vote. Except for voting rights, all common shares, Class A and Class B, shall be identical with each other in every respect.

3. Article IV is hereby added:

OFFICERS

- a. **Number.** The officers of the corporation shall be a president, one or more vice presidents if so determined by the board of directors, a secretary, and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person.
- b. **Election, Removal and Vacancies.** The officers of the corporation shall be elected and removed, and vacancies shall be filled in accordance with the By-Laws.
- c. **President.** The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the shareholders and of the board of directors. He or she may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, certificates for shares of the corporation and deeds, mortgages, bonds, contracts, or other instruments which

the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

d. **The vice presidents.** Theodore E. Davis shall at all times be a principal officer of the corporation holding the title, **Vice President of Architecture and Design Services.** This officer shall be an architect licensed by the Division of Professions, Board of Architecture and Interior Design, of the Department of Business & Professional Regulations under chapter 481, Florida Statutes. He or she shall be in charge of, and supervise, all architecture and design services as defined under the said Chapter 481. In the absence of the president or in the event of his death, inability, or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president may sign, with the secretary or an assistant secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

e. **The secretary.** The secretary shall: (a)keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose; (b)see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c)be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d)keep a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder; (e)sign with the president, or a vice president, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors; (f)have general charge of the stock transfer books of the corporation; and (g)in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

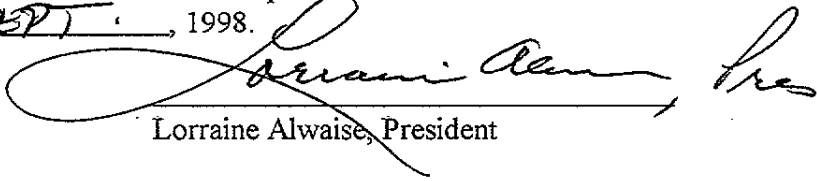
f. **The treasurer.** The treasurer shall: (a)have charge and custody of and be responsible for all funds and securities of the corporation; (b)receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 5 of these bylaws; and (c)in general, perform all of the duties as from time to time may be assigned to him by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall

determine.

g. **Assistant secretary and assistant treasurer.** The assistant secretaries, when authorized by the board of directors, may sign with the president or a vice president certificates for shares of the corporation the issuance of which shall have been authorized by resolution of the board of directors. The assistant treasurers shall respectively, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the board of directors.

The foregoing amendment to articles of incorporation was duly adopted by the unanimous vote of the shareholders on the 28 day of SEPT, 1998.

In witness whereof, the undersigned President of this corporation has executed these Articles of Amendment on the 28 day of SEPT, 1998.


Lorraine Alwaise, President

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