

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-9191

800-342-8086



ORDER NO. : 0721000000382

REFERENCE : 871300 4303929

AUTHORIZATION :

*Patricia Pizziti*

COST LIMIT : \$ 199.50

ORDER DATE : March 6, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 871300

500001734615

CUSTOMER NO: 4303929

CUSTOMER: Myrna Anne Norman, Legal Counsel  
GREENBERG TRAUBER HOFFMAN  
LEBOFF ROSEN & GUENTHER, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3230

DOMESTIC FILING

NAME: MODELS MANAGEMENT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DUNLAP

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
96 MAR -6 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN MAR - 7 1996

**ARTICLES OF INCORPORATION**  
**OF**  
**MODELS MANAGEMENT GROUP, INC.**

**FILED**  
96 MAR -6 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is MODELS MANAGEMENT GROUP, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is c/o Laurent Pingaud, 1500 Bay Road, Apt. 1422, Miami Beach, Florida 33139.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares</u></b> <b><u>Authorized</u></b>	<b><u>Par Value</u></b> <b><u>Per Share</u></b>	<b><u>Class of</u></b> <b><u>Stock</u></b>
1,000	\$.01	common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name of the member of the initial Board of Directors who is to serve as the Corporation's sole director until his successor is duly elected and qualified is:

Laurent Pingaud

#### ARTICLE VII

The name of the Incorporator is Laurent Pingaud and the address of the Incorporator is 1500 Bay Road, Apt. 1422, Miami Beach, Florida 33139.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 5th day of March, 1996.

  
\_\_\_\_\_  
Laurent Pingaud  
Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of MODELS MANAGEMENT GROUP, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

**CORPORATION SERVICE COMPANY**

By: \_\_\_\_\_

*Gail Shelby*  
Registered Agent

GAIL SHELBY, AS AGENT

DATED: March \_\_, 1996.

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TALLAHASSEE, FLORIDA

P96000020939

**MODEL<sup>S</sup>MANAGEMENT GROUP, INC.**  
539 EUCLID AVENUE SUITE B  
MIAMI BEACH FL 33139  
TEL:(305)672-8300 FAX:(305)535-8330

July 29, 1997

Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Amendment Section

To whom it may concern,

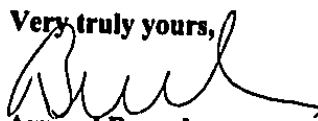
Please be informed that MODEL<sup>S</sup>MANAGEMENT GROUP, INC. has changed its address since July, 1996. The new address is as follows:

**Principal Place of Business:**  
c/o Arnaud Brunel  
539 Euclid Avenue Suite B  
Miami Beach FL 33139

**Mailing Address:**  
c/o Arnaud Brunel  
524 Broadway Suite 405  
New York, NY 10012

I would appreciate it very much if you can change the address as soon as possible.

Very truly yours,

  
Arnaud Brunel  
President

 AUG 5 1997