

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-9171
904-222-9191



Handwritten signature: M000020999

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 12 2 28 PM '96

ORDER NO. : 0721000000342

REFERENCE : 0721300 4303929

AUTHORIZATION : *Patricia Poynt*

COST LIMIT : \$ 100.50

ORDER DATE : March 6, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 0721300

500001734615

CUSTOMER NO: 4303929

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

DOMESTIC FILING

NAME: MODEL'S MANAGEMENT GROUP, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000020939

MODEL 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,

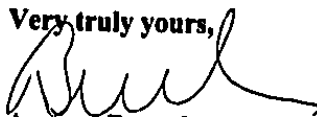
Please be informed that MODEL MANAGEMENT GROUP, INC. has changed its address since July, 1996. The new address is as follows:

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