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1200 HAYS STREET  
TALLAHASSEE, FL 32301  
904-9171  
904-2-0191

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DIVISION OF CORPORATION

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ACCOUNT NO. : 072100000032

REFERENCE : 904086 9706A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \* 122.50

ORDER DATE : April 2, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 904086

CUSTOMER NO: 9706A

CUSTOMER: Lisa A. Arnold, Legal Asst  
LEVINE FRANK & EDGAR, P.A.

Suite 500  
3300 Pga Boulevard  
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: AMERICAN MODEL 2000, INC.

EFFECTIVE DATE:

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

SS        CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: *5/4*

ARTICLES OF INCORPORATION  
OF  
AMERICAN MODEL 2000, INC.

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The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

Name

The name of the corporation shall be AMERICAN MODEL 2000, INC.

**ARTICLE II**

Duration

The corporation shall have perpetual existence.

**ARTICLE III**

Purpose

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To engage in the business of fashion model consulting, teaching and the like;

2. To transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act or

engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV

##### Capital Stock

1. The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00).

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE V

##### Initial Principal Business Address

The initial principal business address of the Corporation shall be 14596 Belmont Trace, Wellington, Florida 33414.

ARTICLE VI

Initial Registered Agent

and Office of Registered Agent

The street address of the initial registered office of the Corporation is Levine, Frank & Edgar, P.A., 3300 PGA Boulevard, Suite 500, Palm Beach Gardens, Florida 33410. The name of the Registered Agent at such address is Charles W. Edgar, III.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Kathy Everett Mick	14596 Belmont Trace Wellington, Florida 33414

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is Charles W. Edgar, III, 3300 PGA Boulevard, Suite 500, Palm Beach Gardens, Florida 33410.

#### ARTICLE IX

##### Restrictions on Transfer of Corporate Stock

The Corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on the file in the Registered Office of the Corporation.

#### ARTICLE X

##### Shareholders' Preemptive Rights

The Corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this corporation of the same kind, class or series as that which he or she already holds, or upon the issuance or sale for proper consideration of any Corporate obligations which are convertible into or exchangeable for any stock of the Corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XI

##### Directors' Management Powers

All corporate powers shall be exercised by or under the authority of, and business affairs of the corporation shall be


managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

#### ARTICLE XII

##### Amendment

The Corporation reserves the right to amend or repeal any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

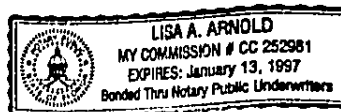
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 26<sup>th</sup> day of March, 1996.

  
CHARLES W. EDGAR, III

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH            )

26 The foregoing instrument was acknowledged before me this 26 day of March, 1996, by CHARLES W. EDGAR, III, who is personally known to me or produced identification and did not take an oath. as

  
NOTARY PUBLIC, STATE OF FLORIDA



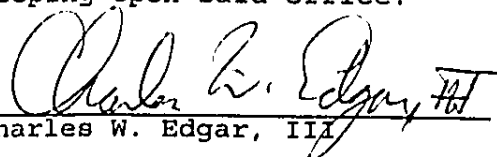
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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DIVISION OF CORPORATIONS  
26 APR -2 AM 11:11

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation in the City of Palm Beach Gardens, Florida, County of Palm Beach, State of Florida, the corporation named in said articles has named Charles W. Edgar, III, located at c/o Levine, Frank & Edgar, P.A., 3300 Palm Beach Gardens Boulevard, Palm Beach Gardens, Florida 33410 as its agent to accept service of process for the Corporation within this State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Charles W. Edgar, III