

*796000036229*

MIGUEL MODELS INTERNATIONAL, INC.

2501 NW 41ST AVE. LAUDERHILL, FL 33313

FILED  
96 APR 22 AM 10:32  
TALLAHASSEE, FLORIDA

APRIL 17, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32314

700001789567  
-04/23/96--01005--007  
\*\*\*\*122.50 \*\*\*\*122.50

Subject:

Dear Sir:

Enclosed is original and one copy of Articles of Incorporation and Certification of Designation Registered Agent/Registered Office for

*MIGUEL MODELS INTERNATIONAL, INC*

Also enclosed is a check in the amount of \$122.50 for costs to incorporate.

Please process documents accordingly.

Sincerely,

*Michael A. Cohen*

*FOR*

*MIGUEL MODELS INT'L INC.*

D. BROWN APR 26 1996

ARTICLES OF INCORPORATION  
OF  
MIGUEL MODELS INTERNATIONAL, INC.

FILED  
SEP 22 11:10:32  
STATE  
OF FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be MIGUEL MODELS INTERNATIONAL, INC. and the initial address of this corporation shall be 2501 NW 41st Ave. #106, Lauderhill, FL 33313.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III

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

Number of Shares Authorized	Par Value <sup>1</sup> / <sub>1.00</sub> Per Share	Class of Stock Common
600	200 M.B.	
	200 L.R.	
	200 K.D.	

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 2501 NW 41st Ave. #106, Lauderhill, FL 33313, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Leroy Riley.

#### ARTICLE VI

This corporation shall have three directors initially. The name and street address of the initial directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Leroy Riley, President/Executive Director  
2501 NW 41st Ave. #106  
Lauderhill, FL 33313

Michael Barnett, Treasurer/Managing Director  
2501 NW 41st Ave. #106  
Lauderhill, FL 33313

Kenric Davis, Secretary/Assistant Managing Director  
2501 NW 41st Ave. #106  
Lauderhill, FL 33313

#### ARTICLE VII

The name and address of the incorporator is Leroy Riley, 2501 NW 41st Ave. #106, Lauderhill, FL 33313.

#### ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

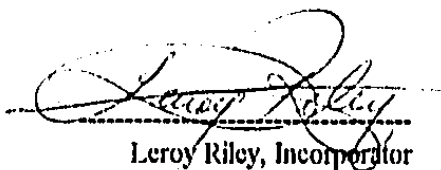
#### ARTICLE IX

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### ARTICLE X

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.



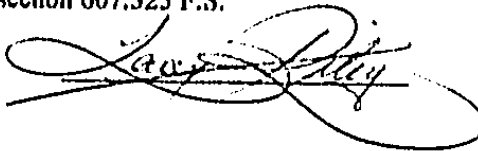
Leroy Riley, Incorporator

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

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

First, that ~~MIGUEL MOORE~~ <sup>ENTL INC</sup> desiring to organize under the laws of the State of Florida,  
has named ~~LEROY RILEY~~ <sup>ENTL INC</sup> L.H., FL, County of Broward, State of Florida its statutory  
Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the  
place designated in this certificate, I hereby accept the same and agree to act in this  
capacity, and agree to comply with the provisions of Florida law relative to keeping the  
registered office open, and I accept the obligations of section 607.325 F.S.



Registered Agent

DATED: This 16 day of April 1996.

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of  
APRIL, 1996 by LEROY RILEY who is personally known to me or who has  
produced ENTL INC as identification and who did not take an oath.



My commission expires:

  
NOTARY PUBLIC

STATE OF FLORIDA       )  
                                  )   SS:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared  
LEROY RUSBY, to me known to be the person described in and who executed  
the foregoing Articles of Incorporation, who, after being duly sworn under oath,  
acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the state of FLORIDA aforesaid this 16 day  
of APRIL, 1996.



[Signature]  
Notary Public,  
State of Florida at Large

My commission expires:

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

FILED  
66 APR 22 11:10:32  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Article of Incorporation at Florida has named located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to Accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of FL Law in keeping open said office.

