

P96000043828

- Auren Vandervelde
1919 NW 20 St
- Miami, FL 33142

100001825501
-05/16/96--01127-007
***122.50 ***122.50

City/State/Zip _____ Phone # _____

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Models Fashion, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time _____

Certified Copy

Mail out Will wait Photocopy

Certificate of Status

RECEIVED
TALLAHASSEE, FLORIDA
MAY 16 PM 5:46
SEARCHED INDEXED
SERIALIZED FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

MAY 22 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Models Fashion, Inc.**

Article I - Name

The name of the corporation is MODELS FASHION, INC.

Article II - Mailing Address

The mailing address of the corporation is 1919 N.W. 20 St., Miami, Florida 33142.

Article III - Capital Stock

The number of shares of stock that the corporation is authorized to issue is one thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

Article IV - Initial Registered Office and Agent

The street address of the corporation's initial registered office is 1919 N.W. 20 St., Miami, Florida 33142. The name of the corporation's initial registered agent at that office is Aurca C. Vandervelde.

Article V - Incorporator

The name and street address of incorporator of the corporation is Aurca C. Vandervelde, 1919 N.W. 20 St., Miami, Florida 33142.

Article VI - Director

The name and street address of the individual who is to serve as the initial director of the corporation is Aurca C. Vandervelde, 1919 N.W. 20 St., Miami, Florida 33142.

The undersigned has executed these Articles of Incorporation this 13 day of May 05, 1996.



Aurca C. Vandervelde

Certificate of Acceptance by Registered Agent

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, The undersigned submits the following statement in accepting the designation as registered agent and registered office of Models Fashion, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

The undersigned has executed this Certificate this 13 day of May, 1996.


Anna C. Vandervelde

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96 MAY 16 PM 5:46
STATE OF FLORIDA
SACRAMENTO, CALIFORNIA
TALLAHASSEE, FLORIDA

996000043828

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

0000002023320--1
12/03/96-01025--005

*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MODELS FASHION, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time 2:00

Certified Copy

Mail out

Will wait Photocopy

Certificate of Status

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96 DEC -9 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
Profit	
NonProfit	
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Other	

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<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

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DIVISION OF CORPORATION

N. HENDRICKS DFC - 9 1996

Examiner's Initials

ARTICLES OF AMENDMENT

TO
ARTICLES OF INCORPORATION
OF

MODELS FASHION, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

Article VI - DIRECTOR

CESAR A. NAVARRO

PRESIDENT

AUREA C. VANDERVELDE

SECRETARY/TREASURER

The address remains the same

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 11-29-96.

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by SHAREHOLDERS
(voting group)"

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29 day of November, 1996.

Signature X

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CESAR A. NAVARRO

Typed or printed name

PRESIDENT.

Title

Page 1



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Barnett Bank of South Florida, N.A.

701 Brickell Avenue
Miami, Florida 33131-2001
Tel. 305-347-3007

Fax Transmittal

To: Karen Gibson
Fax: (850) 487-6013
From: JEFF Griese
Tel: (305) 347-5069

FIM ORLY
9/29Page: 1 of 2 including this cover sheet.97 SEP 29 PH 12:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Comments: The Federal Tax ID Number
for Models Fashion Inc in the state
records is incorrect. If you could
please make the following adjustments to
correct this error. State records show the tax
ID number to be 65-0684495 and the IRS
shows the tax ID number to be 65-0694495