

1201 HAYS STREET
MIAMI, FL 33131
800-342-8086
P96000044047



PRINTED FROM
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 0721000000032

REFERENCE : 963922 81517A

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : May 23, 1996

ORDER TIME : 9:14 AM

ORDER NO. : 963922

CUSTOMER NO: 81517A

CUSTOMER: Alan K. Fertel, Esq
FERRELL & FERTEL, P.A.

Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 23 PM 1:12

900001836529

DOMESTIC FILING

NAME: BOSS MODELS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

RECEIVED
96 MAY 23 AM 10:37
DIVISION OF CORPORATION

JS/23/96

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
FLORIDA CORPORATIONS
90 MAY 23 PM 1:12

BOSS MODELS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **BOSS MODELS, INC.**

The principal place of business of this corporation shall be 201 South Biscayne Boulevard, Suite 1920, Miami, Florida 33131. The Board of Directors may from time to time move the principal office to any other address within the State of Florida.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares having no par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 201 South Biscayne Boulevard, Suite 1920, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Alan K. Fertel, Esq.

ARTICLE V. TERM OF EXISTENCE

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

DAVID BOSMAN

President /Secretary /Treasurer

**c/o Ferrell & Fertel, P.A.
Suite 1920, Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131**

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Alan K. Fertel, Esq., Ferrell & Fertel, P.A., 201 South Biscayne Boulevard, Suite 1920, Miami, Florida 33131.

ARTICLE VIII. SALE OF STOCK

No stockholder of the Corporation shall be permitted to sell or offer for sale his shares of the stock in the Corporation without first offering said share for sale to all other stockholders of the Corporation, at their book value. The remaining stockholders may purchase all or any part of the shares of stock offered for sale by the other stockholders.

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 16th day of May, 1996.


ALAN K. FERTEL
Incorporator

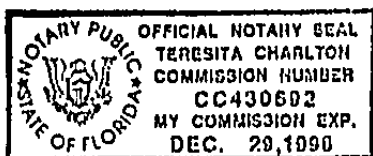
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and
County set forth above, personally appeared ALAN K. FERTEL, known to be and known by
me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged
before me that he executed those Articles of Incorporation. That affiant is personally known to
me.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above,
this 16th day of May, 1996.


Notary Public, State of Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 23 PM 1:12

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.

1. The name of the Corporation is: BOSS MODELS, INC.
2. The name of the Registered Agent and address of the Registered Office is:

ALAN K. FERTEL, ESQ.
FERRELL & FERTEL, P.A.
Suite 1920, Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131



ALAN K. FERTEL
Title: Incorporator
Date: May 16, 1996

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.



ALAN K. FERTEL, ESQ.
Registered Agent

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ALAN K. FERTEL, to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of May, 1996.



Notary Public State of Florida

TERESITA CHARLTON

Printed Notary Signature

My Commission Expires:



996000044047

1201 HAYS STREET
TALLAHASSEE, FL 32301-2602
90-12-0 TAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 977039 81517A

AUTHORIZATION : Patricia Pyjunt

COST LIMIT : \$ 35.00

ORDER DATE : June 5, 1996

ORDER TIME : 12:28 PM

ORDER NO. : 977039

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq
Ferrell & Fertel, P.a.
Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

FILED
96 JUN -5 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BOSS MODELS, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

RECEIVED
96 JUN -5 PM 1:51
DIVISION OF CORPORATION

AMEND
6-13-96
689
6/5



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1996

CSC NETWORKS
CLINT FUHRMAN
TALLAHASSEE, FL 32301

SUBJECT: BOSS MODELS, INC.
Ref. Number: P96000044047

RESUBMIT

Please give original
submission date as file date.

We have received your document for BOSS MODELS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 496A00028165

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

OF

HOSS MODELS, INC.

FILED
95 JUN -5 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statute §607.1001 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, to replace and amend Article V in its entirety with the following:

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

This Amendment to the Articles of Incorporation shall be effective as of the 31st day of May, 1996.

This Amendment was adopted by the Incorporator of the above corporation, without shareholder action, and that shareholder action was not required.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of May, 1996.

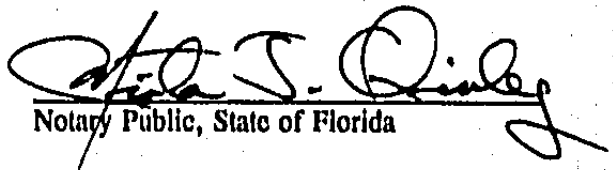


ALAN K. FERTEL
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ALAN K. FERTEL, known to be and known by me to be the person who executed the foregoing Amendment to the Articles of Incorporation, and he acknowledged before me that he executed same. Affiant is personally known to me.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above,
this 31st day of May, 1996.


Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
MIRTA LOUIEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC501132
MY COMMISSION EXP. OCT. 23, 1999