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June 11, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Tallahassee, Florida

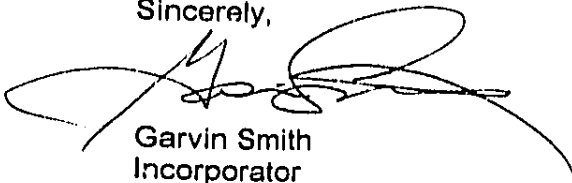
Re: Incorporation

Secretary of State,

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-06/21/96--01072--015
*****122.50 *****122.50

This letter is to formally request that the enclosed articles of incorporation be filed and that a certified copy be returned to me in the self addressed, postage payed envelope provided. A Money Order in the amount of \$122.50 is enclosed.

Sincerely,



Garvin Smith
Incorporator

FILED
96 JUN 21 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

EnVogue Talent, Inc.

FILED

96 JUN 21 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a For profit corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1

Name

the name of the corporation is: **EnVogue Talent, Inc.**

ARTICLE 2

Purpose

The purpose of this For profit corporation is to engage in the business of solicitation, marketing and employment of professional actors and models in the motion picture, television, print and promotion industries in the State of Florida and other geographical areas or any other business activity deemed appropriate by the board of directors. This service will be on a fee basis standard to the industry.

ARTICLE 3

Stock

The total number of shares of stock which the corporation will have authority to issue is one thousand (1,000) shares of One Dollar (\$1.00) per share par value common stock. All of the said stock will be payable in cash or real or personal property or such consideration as may be fixed by the Board of Directors.

ARTICLE 4

Registered Office and Agent

The initial address of the principle and registered office of the corporation is:

6815 Atlantic Blvd., Suite 1 Jacksonville, FL 32211

The name of the corporation's registered agent at said address is :

Robert Terry Morton Jr.

ARTICLE 5

Management of Corporation

All corporate powers will be exercised by or under the authority of, and business of the corporation will be managed by the board consisting of (5) Directors, including the power to adopt, alter, amend, or repeal by-laws of this corporation. The Directors shall be elected by the shareholders in the manner set forth in the corporation's By-Laws.

ARTICLE 6

Effective Date

The corporation will commence existence on the date of filing of these articles.

ARTICLE 7

INCORPORATOR

Following is the name and street address of the person signing these Articles as Incorporator:

Garvin Smith

2111 NW 58th Terrace

Gainesville, FL 32605

ARTICLE 8

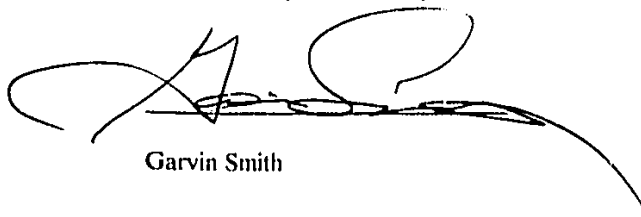
Stockholders as Employees

There shall be no policy prohibiting stockholders from serving as corporate officers or employees. In the event that a stockholder is employed by the corporation, said stockholder shall be entitled to receive a reasonable salary for services rendered.

ARTICLE 10 AMENDMENT

This corporation may amend its certificate of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in an original certificate of incorporation made at the time of making such amendment. Every amendment shall be proposed by a stockholder and approved at a stockholders meeting by not less than a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have executed these articles of Incorporation in duplicate on this 11 day of June 1996.

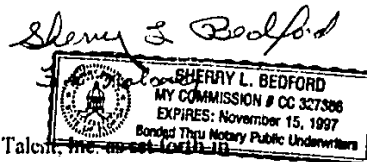

Garvin Smith

7-31-98
FL 5530-278-42-271

STATE OF FLORIDA
COUNTY OF Duval

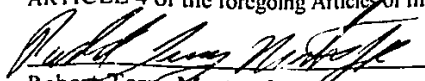
Before me personally appeared to me Garvin Smith well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 11 day of June, 1996



ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as Registered Agent for EnVogue Talent, Inc. on this 11 day of June, 1996.


Robert Terry Morton Jr.

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96 JUN 21 PM 1:50
STATE OF FLORIDA
TALLAHASSEE, FLORIDA