

96000071741

LATIN AMERICAN MODELS , INC.
CLAUDIO DO NASCIMENTO FLORES
President
2900 NE 17TH AVE # 222
POMPAHO BEACH FL 33064.

August 19th. , 1996

Division of Corporations
Dept of State
P.O. Box 6327
Tallahassee Fl 32314

200001930752
-08/23/96--01055--006
*****70.00 *****70.00

Ref: Modification of Articles of Incorporation " LATIN AMERICAN
MODELS , INC.

Dear Sirs:

Enclosed please find the modified Articles of Incorporation
for "LATIN AMERICAN MODELS , INC. along with a check for \$70.00
for filing fee and the designation of the new registered agent.
Also enclosed a copy of the Articles which should be returned to
us after you stamp it with the new filing date.

During our last special meeting it was decided to change the
registered agent and corporate directors.

As president and majority shareholder I request these changes to
be made and a certified copy of the articles be issued.

Thanks for your cooperation.

Sincerely,

LATIN AMERICAN MODELS , INC.

Claudio do Nascimento Flores
CLAUDIO DO NASCIMENTO FLORES
PRESIDENT

Enclosures:

Articles of Incorporation

Copy of Articles of Incorporation (to be returned to us)
CHECK \$70.--

Ref: LATINA.07

W96-17931
302 8/27/96
FD

FILED
SEP 15 PM 2:42
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1996

CLAUDIO DO NASCIMENTO FLORES
2900 NE 17TH AVENUE STE 222
POMPANO BEACH, FL 33064

SUBJECT: LATIN AMERICAN MODELS, INC.
Ref. Number: W96000017931

We have received your document for LATIN AMERICAN MODELS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 696A00040472

**ARTICLES OF INCORPORATION
OF
LATIN AMERICAN SALES, INC.**

FILED
JAN 15 PM 3:12
CLERK OF DISTRICT COURT
JAN 15 1962

The undersigned incorporators, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I-Name

The name of the corporation shall be **Latin American Sales, Inc.**

ARTICLE II-Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III-Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

Except as herein above provided, the rights and privileges of each class of stock shall be identical as to voting, dividends and other rights, powers and privileges.

ARTICLE IV-Term of Existence

The effective date upon which this corporation shall come into existence shall be the date these Articles are subscribed, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V-Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

**14347 S.W. 17 St.
Miami, FL 33175**

and the name of the initial registered agent of this corporation at that address is:

Miguel Nin

The principal office and mailing address of this corporation is:

**14347 S.W. 17 St.
Miami, FL 33175**

ARTICLE VI-Directors

- A. The initial number of directors of this corporation shall be two (2).
- B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.
- C. Directors, as such, shall receive such compensation for their serviced, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation thereof.
- E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

**Name
Miguel Nin**

**Street Address
14347 S. W. 17 St.
Miami, FL 33175**

Armando Rey

**14270 S. W. 97th Terr.
Miami, FL 33186**

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual meeting or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII-Incorporators

The name and address of the incorporators signing these Articles of Incorporation is:

| <u>Name</u> | <u>Street Address</u> |
|-------------|---|
| Miguel Nin | 14347 S. W. 17 St. Miami, FL 33175 |
| Armando Rey | 14270 S. W. 97th Terr. Miami, FL 33186 |

ARTICLE VIII-Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided in the bylaws of this corporation.

ARTICLE IX-Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X-By-Laws

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

ARTICLE XI-Preemptive Rights

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of
Incorporation this 23 day of August, 1996.

Miguel Rey

Miguel Nin

Armando Rey

Armando Rey

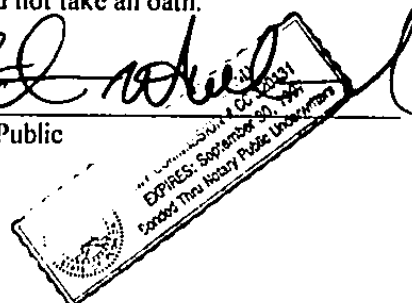
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23 day of August, 1996, by Miguel Nin and Armando Rey who are personally known to me or who have produced their Driver's license as identification and who did not take an oath.

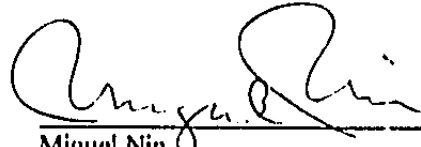
[Signature]
Notary Public

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of
LATIN AMERICAN SALES, INC.


Miguel Nin

FILED
06 JUN 16 PM 2:42
TALLAHASSEE, FLORIDA