

**P96000084410**  
LAW OFFICES  
**COE AND BROBERG, LLP**  
PALM BEACH, FLORIDA 33480

CHARLES FRANCIS COE (1090-1050)  
GUSTAVE T. BROBERG, JR.  
PETER S. BROBERG  
ROGER C. STANTON

October 3, 1996

P. O. BOX 960  
223 PERUVIAN AVENUE  
TELEPHONE (561) 855-5166  
TELECOPIER (561) 855-0055

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Carson Girls, Inc.

Dear Sir:

Enclosed please find the following:

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-10/03/96--01110--008  
\*\*\*\*122.50 \*\*\*\*122.50

1. Articles of Incorporation of Carson Girls, Inc.
2. Check payable to your order to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>

\$122.50

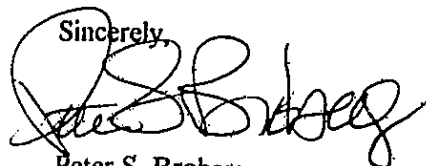
3. Designation of Registered Agent, attached to the Articles of Incorporation.

Please have the certified copy forwarded to me at your earliest convenience at the following address:

Peter S. Broberg, Esq.  
223 Peruvian Avenue  
Palm Beach, Florida 33480

If there is any question whatsoever in this regard, please call me collect.

Sincerely,

  
Peter S. Broberg

PSB/rmd  
Enclosures  
cc: Kathleen Smith Carson  
psb/carson/ltr1

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DIVISION OF CORPORATIONS  
96 OCT -9 AM 9:35

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**ARTICLES OF INCORPORATION**

**OF**

**CARSON GIRLS, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the corporation is **CARSON GIRLS, INC.**
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida, more specifically any activities relating to modeling, acting or the performing arts.
4. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares, all of one class, at no par value.
5. **INITIAL REGISTERED OFFICE AND AGENT.** The principal place of business shall be 223 Peruvian Avenue, Palm Beach, Florida 33480 and the registered agent shall be PETER S. BROBERG, whose office is 223 Peruvian Avenue, Palm Beach, Florida 33480.
6. **INITIAL OFFICERS AND BOARD OF DIRECTORS.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial officer and director of this corporation is:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>ADDRESS</u></b>
KATHLEEN SMITH CARSON	President/Secretary/Treasurer	6726 Newport Lake Circle Boca Raton, Florida 33496

7. **DIRECTOR QUORUM AND VOTING.** Initially there shall be one director and the decision of the sole director shall be deemed as binding. At any time there is more than one director, a quorum shall be achieved when all directors are present in person or by telephone. If a quorum is present, the affirmative vote of a majority of the directors shall be the act of the Board of Directors.

8. **DIRECTOR CONFLICT OF INTEREST.** No contract or other transaction between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes if the contract is or has been executed by a Director who has no interest whether it be financial or otherwise in the other party to the contract.

9. **MEETINGS BY CONFERENCE TELEPHONE.** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in person by each director.

10. **SHAREHOLDER QUORUM AND VOTING.** One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Seventy Five (75%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

11. **ACTIONS REQUIRING SEVENTY FIVE (75%) PERCENT APPROVAL.** Notwithstanding the language of Paragraph 7, the Board of Directors of the corporation may not authorize any mortgage, dispose of assets, distribute proceeds, declare any dividend, sell, lease, pledge, or create a security interest in any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation for the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of One Hundred (100%) Percent of the shares of the corporation entitled to vote thereon and not otherwise.

12. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the directors and a vote of Seventy Five (75%) percent of the

directors is necessary to accomplish the amendment or repeal.

13. **INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is Peter S. Broberg, 223 Peruvian Avenue, Palm Beach, Florida 33480.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2 day of October, 1996.

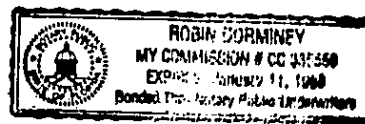
  
\_\_\_\_\_  
PETER S. BROBERG  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared PETER S. BROBERG and to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of October, 1996.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



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

\_\_\_\_\_

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act:

First -- That **CARSON GIRLS, INC.** desiring to organize under the laws of the State  
of Florida with its principal office, as indicated in the Articles of Incorporation, at 223  
Peruvian Avenue, Palm Beach, Florida 33480, has named PETER S. BROBERG, located  
at 223 Peruvian Avenue, Palm Beach, Florida 33480, as its agent to accept service of process  
within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at  
place designated in this certificate, I hereby accept to act in this capacity, and agree to  
comply with the provisions of said Act relative to keeping open said office.

By: \_\_\_\_\_

PETER S. BROBERG  
"Resident Agent"

psb/carson/art

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