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FILED  
96 OCT 22 AM 11:50  
TALLAHASSEE, FLORIDA

Raffaella Ward  
610 N.W. 183rd St., Suite 101-A  
Miami, Florida 33169

October 10, 1996

Florida Department of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32301

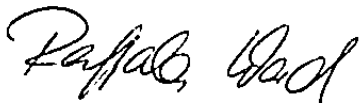
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\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Please file the enclosed Articles of Incorporation for AA Classy Models, Inc. and send me a certified copy for my records. Enclosed also please find my check for \$122.50 to cover the various taxes for the corporation.

If you have any questions, please contact me at the above address or telephone (954) 961-1040. Thank you for your cooperation.

Sincerely,



Raffaella Ward

P.S. I am also the owner of the fictitious name of AA Classy Models. I am forming a corporation to be using that name.

Enclosures

F. O'NEILL OCT 24 1996

**ARTICLES OF INCORPORATION  
OF  
AA CLASSY MODELS, INC.**

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - Name and Address**

The name and address of this Corporation is:

AA Classy Models, Inc.  
610 N.W. 183rd St., Suite 101-A  
Miami, Florida 33169

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**ARTICLE II - Duration**

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

**ARTICLE III- Purpose**

This Corporation is organized for the following purposes: This Corporation may engage in any and all lawful business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE IV - Capital Stock

This Corporation is authorized to issue FIVE HUNDRED (500) shares of ONE DOLLAR (1.00) par value common stock, which shall be designated "Common Shares".

#### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

#### ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase this 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.

#### ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 610 N.W. 183rd St., Suite 101-A, Miami, Florida 33169, and the name of the Initial Registered Agent of this Corporation at that address is Raffaella Ward.

#### ARTICLE VIII - Initial Board of Directors

The Initial Board of Directors of this Corporation shall have ONE (1) Director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1). The name and address of the Initial Director of the Corporation is:

Raffaella Ward	President/ Secretary	610 N.W. 183rd St., Suite 101-A Miami, Florida 33169
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This officer shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified.

#### ARTICLE IX - Incorporator

The name and address of the person signing these Articles of Incorporation is

Raffaella Ward	610 N.W. 183rd St., Suite 101-A Miami, Florida 33169
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#### ARTICLE X - Indemnification

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XII - Restrictions on Transfer of Stock

The shares of capital stock of this Corporation shall be issued initially to the following person in the amount set opposite her name:

Raffaella Ward      500 Shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of the Corporation. The price and terms at which, and the time within which, such share may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

#### ARTICLE XIII - Calling of Special Meetings

Special meetings of shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

#### ARTICLE XIV - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XV - Management of Corporation by Directors

All corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

#### ARTICLE XVI - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

#### ARTICLE XVII - Director Quorum and Voting

FIFTY ONE PERCENT (51%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) shall be the act of the Board of Directors.

#### ARTICLE XVIII - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE XIX - Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.

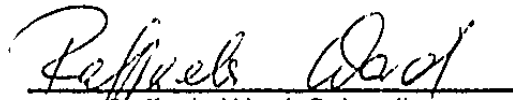
#### ARTICLE XX - Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

#### ARTICLE XXI - Amendment

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF the subscriber has executed these Articles of Incorporation at Miami, Florida this 10th day of October, 1996 for the uses and purposes aforesaid.

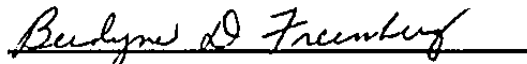
  
Raffaella Ward, Subscriber

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Raffaella Ward to me known, and known by me to be the person who executed the above and foregoing Articles of Incorporation, for all those purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid on the 10th day of October, 1996.

 BERDYNE D. FREINBERG  
COMMISSION # CG 447276  
EXPIRES MAR 22, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public, State of Florida at Large

**CERTIFICATE DESIGNATING (OR CHANGING) 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 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That AA Classy Models, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named Raffaella Ward at 610 N.W. 183rd St., Suite 101-A, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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

By: Raffaella Ward  
Raffaella Ward

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA