

TRANSMITTAL LETTER

96000 10355

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200002015552--7
-11/27/96-01017-026
****132.00 ****132.00

SUBJECT: *Model's Network International, Inc.*
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

96 DEC 16 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

FROM: *BEN McLaren*
Name (printed or typed)

1507 Chepocket Street
Address

Brandon FL 33511
City, State & Zip

813-661-4534
Daytime Telephone number

12/16

634
WFB-25-242

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1996

BEN MCLAREN
1507 CHEPACKET STREET
BRANDON, FL 33511

SUBJECT: MODELS NETWORK INTERNATIONAL, INC.
Ref. Number: W96000025298

We have received your document for MODELS NETWORK INTERNATIONAL, INC. and check(s) totaling \$132.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 496A00054262

Memorandum

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

From: Ben McLaren
1507 Chepacket Street
Brandon, FL 33511

Date: November 24, 1996

Subject: Articles of Incorporation

Attached to this memorandum are two copies of the Articles of Incorporation for **Models Network International, Inc.**, and a check in the amount of \$131.25. Please file one copy with your agency and return a file-stamped copy to the enclosed stamped, self-addressed envelope.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation

Article 1 - NAME

- 1.1 The name of this corporation is **Models Network International, Inc.**

Article 2 - PURPOSE

- 2.1 The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the United States, laws of the State of Florida, and the Laws of any state or country within which it transacts business.

Article 3 - DURATION

- 3.1 This corporation shall have perpetual existence.

Article 4 - COMMENCEMENT

- 4.1 This corporation shall commence upon the filing of the Articles of Incorporation by the Department of State.

Article 5 - POWERS

- 5.1 This corporation shall have all powers necessary or convenient to effect its purposes.

Article 6 - CAPITAL STOCK

- 6.1 This corporation is presently authorized to issue a total number of one million (1,000,000) shares of Common Stock at \$.01 par value.

- 6.2 The Common Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Common Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Article 7 - LIABILITY OF DIRECTORS

7.1 The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

7.2 This corporation is authorized to provide indemnification of agents for breach of duty to the corporation and its shareholders through bylaw provisions or through Agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Article 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Article 204 of the Corporations Code.

Article 8 - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 1221 N. Florida Avenue, Suite B, Tampa, FL 33602. The name of the initial registered agent of this corporation at that registered office is Ben McLaren.

Article 9 - CORPORATION'S PRINCIPAL OFFICE

The Corporation's principal office is located at the following address:

**Models Network International, Inc.
1221 North Florida Avenue, Suite B
Tampa, Florida 33602**

Article 10 - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall be comprised of 1 Member, who's name, title, and street address is as follows:

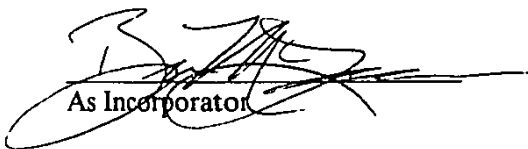
**Ben McLaren
President, Chief Executive Officer
1507 Chepacket Street, Brandon, FL 33511**

Article 11 - INCORPORATOR

10.1 I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Incorporator's Name: Ben McLaren
Address: 1221 North Florida Avenue, Suite B
Tampa, FL 33602

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, as incorporator of this corporation has executed these Articles of Incorporation this 22nd Day of November 1996.


As Incorporator

Acceptance of Registered Agent

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

By: 
As Registered Agent

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TALLAHASSEE FLORIDA