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MACIA & MACIA

848 BRICKELL AVENUE
SUITE 601
MIAMI, FLORIDA 33131

(305) 372-1888
FAX (305) 372-5901

February 17, 1997

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

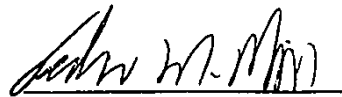
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Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation of Stock Models, Inc. with our office check in the amount of \$122.50. Upon filing, please return a certified copy of the Articles of Incorporation to this office. Thank you for your attention to this matter.

Sincerely,

MACIA & MACIA


Federico M. Maciá, Esq.

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 19 AM 10:51

Handwritten signature/initials

**ARTICLES OF INCORPORATION
OF
STOCK MODELS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 19 AM 10:51

ARTICLE 1. NAME

The name of the Corporation is Stock Models, Inc.

ARTICLE 2. ADDRESS

The address of the principal office of the Corporation, and the mailing address of the Corporation, is: 2105 Brickell Avenue, #302, Miami, FL, 33131.

ARTICLE 3. COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Department of State.

ARTICLE 4. PURPOSE

The Corporation is organized for the purpose of engaging in and transacting any and all lawful business.

ARTICLE 5. SHARES

The aggregate number of shares that the Corporation is authorized to issue is five hundred (500) shares. Such shares: (i) shall be of a single class, which shall be called common shares; (ii) shall have a par value of \$.01 per share; (iii) shall have unlimited voting rights; and (iv) shall be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE 6. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights pursuant to Section 607.0630 of the Florida Statutes.

ARTICLE 7. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation, and the name of the initial

Registered Agent of the Corporation at that office, is:

Name

Federico M. Maciá, Esq.

Address

848 Brickell Avenue, Suite 601
Miami, FL 33131

ARTICLE 8. INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) person. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but the number of Directors shall never be less than one (1). The name and address of each initial Director of the Corporation is:

Name

Constanza Quintero Porto

Address

2105 Brickell Avenue, #302
Miami, FL 33131

ARTICLE 9. INCORPORATOR

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

Name

Federico M. Maciá, Esq.

Address

848 Brickell Avenue, Suite 601
Miami, FL 33131

ARTICLE 10. BYLAWS

The power to adopt, alter, amend, and repeal the Bylaws of the Corporation shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 11. INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation.

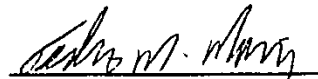
ARTICLE 12. INCORPORATOR

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

Federico M. Maciá, Esq.
Maciá & Maciá
848 Brickell Avenue, Suite 601
Miami, FL 33131

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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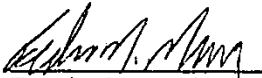
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on this 17th day of February, 1997.



Federico M. Maciá, Esq.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Stock Models, Inc. at the place designated in the Articles of Incorporation, I agree to act in this capacity and agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Federico M. Maciá, Esq.

DATE: February 17, 1997.