

MERMAID
MODELING

7188 111 Street North
Seminole, FL 33772
(813)393-8181

P97000065547

FILED

97 JUL 28 PM 3.12

STATE
INTEGRITY, CANADA

July 7th, 1997

To whom it concerns :

Enclosed, Please find, my check #1346 in the amount of \$78.50.
I understand this is the filing fee and the status fee for
incorporating in the State of Florida.

Enclosed also are my certificate of incorporation and the articles
of incorporation.

Thanking you in advance,

Sincerely,

Kathleen Day

Kathleen Day

000002238690--8
-07/15/97-01075-005
*****78.50 *****78.50

KATHLEEN DAY GAVE
AUTHORIZATION BY PHONE TO
CORRECT PRINCIPAL ADDRESS & EFFECTIVE DATE
DATE 7-29-97
DOC EXAM ON





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1997

KATHLEEN DAY
7188 111 STREET NORTH
SEMINOLE, FL 33772

SUBJECT: MERMAID MODELING, INC.
Ref. Number: W97000016492

We have received your document for MERMAID MODELING, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 097A00036448

Ref W 97000016492

CERTIFICATE OF INCORPORATION OF

MERMAID MODELING, INC.

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is Mermaid Modeling, INC.
The principal address is 7188 111 Street North, Seminole, FL 33772

SECOND PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 13881 Dominica Drive, Seminole, FL
and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the 33776

Corporation may be served, is Joanne Kilroy, 13881 Dominica Drive, Seminole, FL 33776

I hereby AM FAMILIAR with & accept the duties & responsibilities as Registered AGENT.

Joanne Kilroy

FOURTH PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Delaware.

FIFTH SHARES

The total authorized capital stock of the Corporation is 1000 shares having a

Par Value of \$1.00 per share. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

SIXTH INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

Kathleen Day

7188 111th Street, N.

Seminole, FL 33772

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TALLAHASSEE, FLORIDA

SEVENTH
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Kathleen Day, 7188 111th St. N., Seminole, FL 33772

JoAnne Kilroy, 13881 Dominica Drive, Seminole, FL 33776

EIGHTH
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be _____.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

July 7th, 1997

Kathleen Day

Kathleen Day
(Incorporator)