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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SOUTH BEACH MODELS, INC.

AUDIT NUMBER.....H97000014105

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

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**ARTICLES OF INCORPORATION  
OF  
SOUTH BEACH MODELS, INC.**

**ARTICLE I - NAME**

The name of this Corporation is: SOUTH BEACH MODELS, INC.

**ARTICLE II - DURATION**

This Corporation is to exist perpetually. It shall commence existence on the date of filing of these Articles of Incorporation.

**ARTICLE III - PURPOSE**

This Corporation is organized for all legal purposes of in the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 5,000 shares of common stock at One Dollar (\$1.00) par value. Shares may be issued for such consideration as is determined from time to time by the shareholders. This power is reserved unto the shareholders by right and is hereby delegated unto the Board of Directors. The Board may issue the shares of this Corporation for such consideration as is determined from time to time by it, unless and until the shareholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by the shareholders will not affect prior action by the Board.

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Prepared by:  
Carolyn Karetis, Esq  
3121 Ponce De Leon Blvd  
Coral Gables, FL 33134  
FBN: 0660876  
(305) 444-2123

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The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable.

#### ARTICLE V - PREEMPTIVE RIGHTS

The shareholders of record of this Corporation shall have preemptive rights, proportional to their ownership, to acquire unissued or treasury shares of the Corporation, or those shares for sale by any retiring shareholders, or securities of the Corporation convertibles into or carrying a right to subscribe to or acquire shares, or any future issue of shares or convertible securities, bonds or debentures agreed to by the Board of Directors or Shareholders Meeting of this Corporation. This right shall be exercised by the said shareholders in a period of sixty days from the resolution taken by the Board of Directors or Shareholders Meeting, or from the notice to sell delivered by the selling shareholder to the Secretary of the Corporation.

#### ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this Corporation is: 800 Clouton Island Road  
Miami, Fl 33131

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#### ARTICLE VII - ADDRESS

The initial street address of the principal office of this Corporation is as follows: 800 Clouton Island Road  
Miami, Fl 33131

The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

#### ARTICLE VIII - BOARD OF DIRECTORS

The Corporation shall have (1) Director(s) initially. The number of directors may be increased or diminished from time to time in such manner as may be prescribed in the By-Laws, but there shall never be less than one (1) director.

#### ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

The name and street addresses of the initial members of the Board of Directors of this Corporation are as follows:

**DIRECTORS:**

Luis Alberto Yepes

800 Clouton Island Road  
Miami, Fl 33131

**OFFICERS:**

Luis Alberto Yepes

President

#### ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and in its name and as its representative in any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or here-

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hereafter been a Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided.

#### ARTICLE XI - REMOVAL OF DIRECTORS

Any Director, or the entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders called expressly for that purpose.

#### ARTICLE XII - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation are as follows:

N A M E :

A D D R E S S :

Luis Alberto Yepes

800 Clouton Island Road  
Miami, Fl 33131

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**ARTICLE XIII - BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE XIV - POWERS**

This Corporation shall have all powers needed or convenient to effect its purposes enumerated in the Florida General Corporation Act. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors.

**ARTICLE XV - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a Shareholders Meeting, by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of August, 1997.

  
Luis Alberto Yepos

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STATE OF FLORIDA  
COUNTY OF DADE

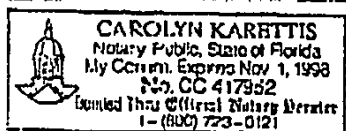
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Before me personally appeared LUIS ALBERTO YEPES to me personally known and known to me to be the person(s) described in and who executed the foregoing instrument, and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this 25 day of August, 1997..

  
Notary Public  
State of Florida

My Commission Expires:



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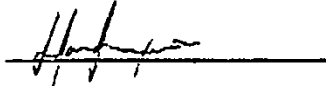
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In accordance with the Florida General Corporation Act,  
Section 607.034, the following is submitted:

That "South Beach Models, Inc." desiring to organize or  
qualify under the Laws of the State of Florida, with its  
principal place of business at 800 Clouton Island Road,  
Miami, Fl 33131 has named:

Luis Alberto Yepas

as its Resident Agent to accept service of process at  
800 Clouton Island Road, Miami, Florida 33131.


Signature: 

Date: 8/25/97

A C K N O W L E D G E M E N T S :

Having been named to accept service of process for the above  
named corporation, at the place designated in this  
Certificate, I hereby agree to act in this capacity and  
further agree to comply with the provisions of all Statutes  
relative to the proper and complete performance of my duties.

Dated: \_\_\_\_\_

  
Resident Agent

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