

P 97000105120

The Law Office of Dave K. Roy  
Professional Association

December 12, 1997

Division of Corporations  
Attention: Bobbie Cox  
P.O. Box 6327  
Tallahassee 32314

FILED  
97 DEC 12 AM 11:50  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Re: Incorporation - SOBE International Model & Talent Group, Inc.

Dear Ms. Cox,


800002376838--7  
-12/18/97--01081--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

I have enclosed the following items for the incorporation of the above referenced entity:

1. Articles of Incorporation for SOBE International Model & Talent Group, Inc..
2. Certificate of Designation of Registered Agent and Registered Office, and
3. Check #1768 in the amount of \$70.00 for the applicable filing fees.

Please stamp a copy of the articles and return them to my office. I do not require a "certified" copy. If you have any questions or need to speak with me for any reason, please feel free to call me at (800) 328-3769. Thank you in advance for your time and consideration.

Very Truly Yours,

  
Dave K. Roy

mm  
12-15-97

**ARTICLES OF INCORPORATION**

**OF**

**SOBE International Model & Talent Group, Inc.**

FILED  
97 DEC 12 AM 11:50  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

**ARTICLE I - NAME**

The name of the corporation shall be **SOBE International Model & Talent Group, Inc.**

**ARTICLE II - ADDRESS**

The Place of Business and mailing address of the Corporation is:

502 Brickell Key Drive, Apt. 1103  
Miami, FL 33131

**ARTICLE III - NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN MILLION (10,000,000) shares of common stock having a par value of \$.01 per share.

**ARTICLE V - REGISTERED AGENT**

The street address of the initial Registered Agent of the corporation shall be:

**Dave K. Roy, Esquire**

The Registered Office of the corporation shall be:

**Commerce Pointe  
1818 S. Australian Avenue  
Suite 400  
West Palm Beach, Florida 33409**

ARTICLE VI - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

**Anne E. Oh  
Jessica Kanengiser**

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Page 2

Articles of Incorporation

SOBE Industries Model & Talent Group, Inc.

Dave K. Roy  
Commerce Pointe  
1818 S. Australian Avenue  
Suite 400  
West Palm Beach, Florida 33409

ARTICLE X INCORPORATION

The undersigned incorporator executed these Articles of  
Incorporation on December 12, 1997.

  
\_\_\_\_\_  
Dave K. Roy

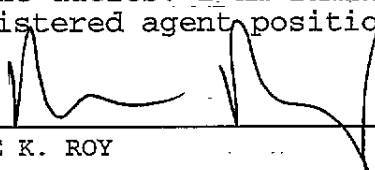
**Certificate of Designation  
Registered Agent and Registered Office**

CORPORATION: SOBE International Model & Talent Group, Inc..

REGISTERED AGENT:

Dave K. Roy  
Commerce Pointe  
1818 S. Australian Avenue  
Suite 400  
West Palm Beach, FL 33409

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I 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.

  
DAVE K. ROY

December 12, 1997

Dave K. Roy FL Bar Member #0092551  
Commerce Pointe  
1818 S. Australian Avenue  
Suite 400  
West Palm Beach, FL 33409  
(561) 616-0064  
(561) 616-3327 Fax

**FILED**  
97 DEC 12 AM 11:50  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA