

P98000000574K

Joseph D. Wells
Modelle of Georgia, Inc.
24 Dolphin Drive
Treasure Island, FL 33706

January 14, 1998

Secretary of State
Division of Corporations
P. O. Box 6317
Tallahassee, FL 32314

100002403231--S
-01/16/98--01077--008
****122.50 ****122.50

Re: Modelle of Georgia, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,

Joseph D. Wells

Joseph D. Wells
Modelle of Georgia, Inc.

Enclosures

check stapled here

FILED
98 JAN 16 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jan 16/98

ARTICLES OF INCORPORATION

of

MODELLE OF GEORGIA, INC.

FILED
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SECRETARY OF STATE
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 - CORPORATE NAME

The name of the corporation is Modelle of Georgia, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one cent (\$.01) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Agent of this Corporation is:

Joseph D. Wells
24 Dolphin Drive
Treasure Island, FL 33706

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors should be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

Joseph D. Wells 24 Dolphin Drive Treasure Island, FL 33706	President
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Audrey G. Wells 24 Dolphin Drive Treasure Island, FL 33706	Vice-President
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Secretary

Treasurer

The method of electing directors shall be stated in the corporation's bylaws.

ARTICLE VII - INCORPORATORS

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

Joseph D. Wells
24 Dolphin Drive
Treasure Island, FL 33706

ARTICLE VIII - CORPORATE OFFICE

The corporation's principal office address and mailing address shall be as follows:

24 Dolphin Drive
Treasure Island, FL 33706

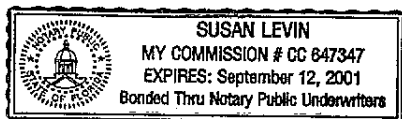
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of January, 1998.

Joseph D. Wells
Joseph D. Wells

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph D. Wells and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 14th of January, 1998.



Susan Levin
Notary Public, State of Florida at Large
My Commission Expires: 9/12/01

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
MODELLE OF GEORGIA, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation sat:

24 Dolphin Drive
Treasure Island, FL 33706

has named Joseph D. Wells, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

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

Joseph D. Wells
Joseph D. Wells
Registered Agent

FILED
98 JAN 16 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA