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from the office of WILLIAM A. ADAMS

January 12, 1998

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Ms. Sandra B. Mortham
Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Mortham:

Enclosed are the Articles of Incorporation for Mercedes Modeling Agency, Inc.
and a check in the amount of \$70.00 to cover the cost of the various fees.

Please return the notice of filing with the assigned document number to my
office at:

William A. Adams
13100 Pine Borough Lane
Palm Beach Gardens, Florida 33418

Thank you.

Sincerely,


William A. Adams

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JAN 20 PM 4:57

FILED

Handwritten initials and date: W.A.A. 1-21-98

ARTICLE OF INCORPORATION
OF
MERCEDES MODELING AGENCY, INC.

FILED
98 JAN 20 PM 4:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is: Mercedes Modeling Agency, Inc.

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the registered office and the principal place of business is: 108 Asbury Way, Boynton Beach, Florida, 33426

and the initial registered agent(s) of this Corporation at that address is:

Margaret Turner

ARTICLE V
BOARD OF DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Margaret Turner	108 Asbury Way, Boynton Beach, Fl., 33426

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII
INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Margaret Turner	108 Asbury Way, Boynton Beach, Fl., 33426

ARTICLE VIII
POWERS

This Corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Director(s) may participate in meetings of the Board of Director(s) by means of a conference telephone provided by law.

ARTICLE X
ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The director(s) of this Corporation may take action by written consent.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

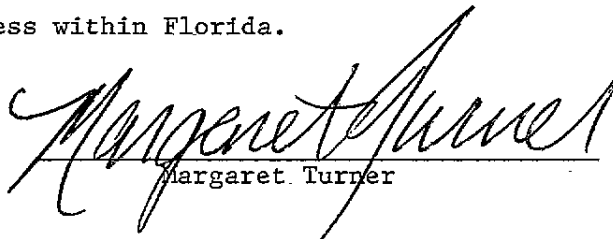
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Mercedes Modeling Agency, Inc.

desiring to organize under the laws of the State of Florida, with its principal place of business: 108 Asbury Way, Boynton Beach, Florida, 33426

has named: Margaret Turner
located at: 108 Asbury Way, Boynton Beach, Florida, 33426

as its agent to accept service of process within Florida.


Margaret Turner

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Margaret Turner
Agent: Margaret Turner
January 12, 1998
Date

IN WITNESS HEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of January, 1998.

Margaret Turner
Margaret Turner

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

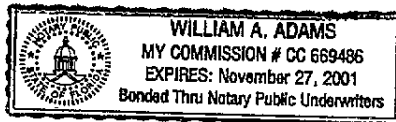
Before me a notary public authorized to take acknowledgements in the State and County aforesaid, personally appeared:

Margaret Turner,
known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who has shown a valid Florida Driver's License, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12th day of January, 1998.

William A. Adams
Notary Public

MY Commission Expires:



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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA