

10/06/98

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SOBE MODELING, INC.

AUDIT NUMBER.....H98000018524

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

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOBE MODELING, INC.

(5)

The undersigned, as incorporator to these Articles of SOBE MODELING, INC., being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

FIRST: The name of this corporation is
SOBE MODELING, INC.

SECOND: The corporation may engage in any activity or business permitted under laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of Common Stock, having a par value of 1.00 Dollar per share.

FOURTH: The holders of common shares shall have preemptive rights to purchase any shares of the Corporation hereafter issued on any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

PREPARED BY:
DONALD J. MURRAY, ESQ.
940 Lincoln Road, Suite 315
Miami Beach, Florida 33139
Tel. No. (305) 538-0014
Fla. No. 115672

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FIFTH: This corporation is to exist perpetually.

SIXTH: The street address of the initial registered office of this corporation is 940 Lincoln Road, Suite 315, Miami Beach, Fl 33139, and the name of the initial registered agent of this corporation at that address is MERCEDES MUJICA.

SEVENTH: This corporation shall have not less than one (1) director(s) initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

EIGHTH: The name and address of the initial director(s) of the is corporation is: MERCEDES MUJICA, 940 Lincoln Road, Suite 315, Miami, Florida 33139.

NINTH: The name of the incorporator to these Articles of Incorporator is as follows: MERCEDES MUJICA and incorporator's address is: 940 Lincoln Road, Suite 315, Miami Beach, Florida 33139.

TENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ELEVENTH: No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this other corporation may be officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

TWELFTH: The Board of Directors shall determine the title and duties of each officer of this corporation.

THIRTEENTH: The principal address and the mailing address of the corporation is: 940 Lincoln Road, Suite 315, Miami Beach, Fl 33139.

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, 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.

BY: Mercedes Muñica
Registered Agent

DATE: 10/1/98

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of October, 1998.

Mercedes Muñica
MERCEDES MUÑICA

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 1 day of October, 1998.

NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:



GISELLE GONZALEZ
My Commission 00864722
Expires Jun. 23, 2000

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