



A Full Service Fashion Show and Special Event Production Company
Lights • Sound • Staging • Special Effects • Model Bookings • Backstage Management
Publicity and Media Relations • Concept and Budget Development

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October 19, 1998

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*****70.00 *****70.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: Articles of Incorporation of International Corporate Events, Inc.
(Florida domestic)

Dear Sir or Madam:

Enclosed is a duplicate set of Articles of Incorporation of International Corporate Events, Inc., a Florida corporation.

Also enclosed is payment in the amount of \$70.00 to file the Articles of Incorporation. Please date stamp the second duplicate original and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Betty C. Ferrero
President

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 AM 7:50

B. BROCK OCT 21 1998

ARTICLES OF INCORPORATION
OF
INTERNATIONAL CORPORATE EVENTS, INC.

I, the undersigned Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is INTERNATIONAL CORPORATE EVENTS, INC. (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV. ADDRESS

The principal office of the Corporation shall be located at 331 S.W. 74th Terrace, Plantation, Florida 33317 and its Registered Agent is Betty C. Ferrero at that address.

ARTICLE V. DIRECTORS

The Corporation shall have at least one director, with the exact number of directors to be specified by the By-laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be two (2).

ARTICLE VI. EXISTENCE

The Corporation shall have perpetual existence.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 AM 7:50

ARTICLE VII. INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation are: Betty C. Ferrero, 331 S.W. 74th Terrace, Plantation, Florida 33317.

ARTICLE VIII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be set forth in the By-laws of the Corporation.

ARTICLE IX. INFORMAL ACTION OF DIRECTORS

If any of the directors severally or all of the directors collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. DIRECTORS

The name and addresses of the initial directors of the Corporation are:

Betty C. Ferrero 331 S.W. 74th Terrace, Plantation, Florida 33317

Ricardo Luis Besson Hernandez 331 S.W. 74th Terrace, Plantation, Florida 33317

ARTICLE XI. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XII. INDEMNIFICATION

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

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

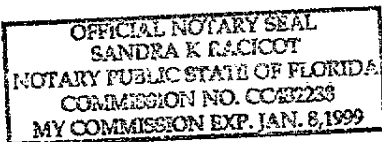
Betty C. Ferrero, Incorporator

STATE OF FLORIDA)
 ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared Betty C. Ferrero who is personally known to me to be the person described herein as the Incorporator and who executed the foregoing Articles of Incorporation and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 18th day of October, 1998.

My Commission Expires:



Sandra K. Racicot
Notary Public
State of Florida at Large

Sandra K. Racicot
Printed Name of Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON
WHOM SERVICE OF PROCESS MAY BE MADE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

INTERNATIONAL CORPORATE EVENTS, INC. elects to organize under the laws of the state of Florida with its principal office located at 331 S.W. 74th Terrace, Plantation, Florida 33317 and has named Betty C. Ferrero, 331 S.W. 74th Terrace, Plantation, Florida 33317, as its agent to accept service of process within the state of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for INTERNATIONAL CORPORATE EVENTS, INC., at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Betty C. Ferrero
Betty C. Ferrero
Registered Agent

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