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LAW OFFICES OF

FREDERICK C. BRAUN, P.A.
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November 20, 1998

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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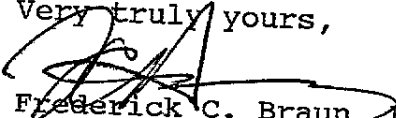
Re: Filing of Articles of Incorporation for
R.J. Models, Inc.

Dear Sir or Madam:

Please find enclosed herewith the original and one copy of the proposed Articles of Incorporation for the above-referenced corporation. You will also find enclosed herewith a money order in the amount of \$122.50 payable to the Secretary of State for filing fees and the certificate of good standing. Please return the appropriate documents to me in the envelope which I have enclosed for your convenience.

If you have any questions or comments in connection with this matter, please do not hesitate to contact me.

Very truly yours,


Frederick C. Braun, Esq.

FCB/nk
Enc.

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ARTICLES OF INCORPORATION OF
R.J. MODELS, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be R.J. MODELS, INC.

The principal address of the corporation at the time of incorporation is One North Ocean Blvd., Suite 6, Boca Raton, Florida 33432.

ARTICLE II. DURATION

The duration of this corporation is perpetual, unless dissolved according to law.

Corporate existence shall commence on the date these Articles of Incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

The purpose or purposes for which the corporation is organized is to conduct any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the corporation's initial registered agent is Russell Cuciak, One North Ocean Blvd., Suite 6, Boca Raton, Florida 33432.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following person shall serve the corporation as director until the first annual meeting or other meeting called to elect directors:

NAME

ADDRESS

Russell Cuciak

One North Ocean Blvd., Suite 6
Boca Raton, Florida 33432

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ARTICLE VII. INCORPORATORS

The name and address of each incorporators are as follows:

NAME	ADDRESS
Russell Cuciak	One North Ocean Blvd., Suite 6 Boca Raton, Florida 33432 Sunrise, Florida 33351

ARTICLE VIII. PRE-EMPTIVE RIGHTS

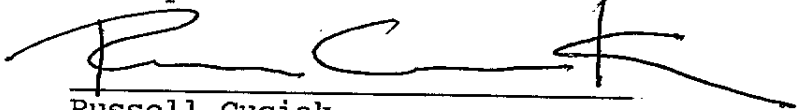
Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on November 20, 1998.

Incorporator


Russell Cuciak

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that R. J. MODELS, INC., desiring to organize or qualify under the laws of the State of Florida, has named Russell Cuciak located at One North Ocean Blvd., Suite 6, Boca Raton, Florida 33432, as its agent to accept service of process within Florida.

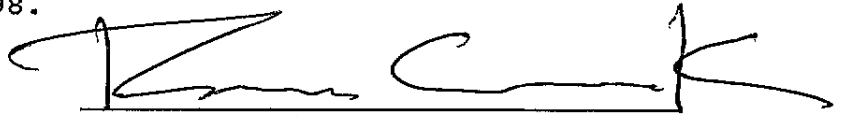
Dated: November 20, 1998.


Russell Cuciak, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: November 20, 1998.

A handwritten signature in dark ink, appearing to read 'Russell Cuciak', written over a horizontal line.

Russell Cuciak
Registered Agent

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